AECOM TECHNOLOGY CORP
Form 10-K
November 21, 2011

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

(Mark one)

ý **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2011

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to
Commission file number 0-52423

AECOM TECHNOLOGY CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware	**61-1088522**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

555 South Flower Street, Suite 3700
Los Angeles, California 90071

(Address of principal executive offices, including zip code)

(213) 593-8000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Exchange on Which Registered
Common Stock, par value $0.01 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ý Yes o No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. o Yes ý No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ý Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ý Yes o No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ý	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). o Yes ý No

The aggregate market value of registrant's common stock held by non-affiliates on March 31, 2011 (the last business day of the registrant's most recently completed second fiscal quarter), based upon the closing price of a share of the registrant's common stock on such date as reported on the New York Stock Exchange was approximately $2.57 billion.

Number of shares of the registrant's common stock outstanding as of November 9, 2011: 115,354,592

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates information by reference from the registrant's definitive proxy statement for the 2012 Annual Meeting of Stockholders, to be filed within 120 days of the registrant's fiscal 2011 year end.

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PART I

ITEM 1. BUSINESS

In this report, we use the terms "AECOM," "the Company," "we," "us" and "our" to refer to AECOM Technology Corporation and its consolidated subsidiaries. Unless otherwise noted, references to years are for fiscal years. Our fiscal year consists of 52 or 53 weeks, ending on the Friday closest to September 30. For clarity of presentation, we present all periods as if the year ended on September 30. We refer to the fiscal year ended September 30, 2010 as "fiscal 2010" and the fiscal year ended September 30, 2011, as "fiscal 2011."

Overview

We are a leading global provider of professional technical and management support services for commercial and government clients around the world. We provide planning, consulting, architectural and engineering design, and program and construction management services for a broad range of projects, including highways, airports, bridges, mass transit systems, government and commercial buildings, water and wastewater facilities and power transmission and distribution. We also provide program and facilities management and maintenance, training, logistics and other support services, primarily for agencies of the U.S. government.

Through our network of approximately 45,000 employees (as of September 30, 2011), we provide our services in a broad range of end markets, including the transportation, facilities, environmental, energy, water and government markets. According to Engineering News-Record's "ENR" 2011 Design Survey, we are the largest general architectural and engineering design firm in the world, ranked by 2010 design revenue. In addition, we are ranked by ENR as the leading firm in a number of design end markets, including transportation and general building.

We were formed in 1980 as Ashland Technology Company, a Delaware corporation and a wholly owned subsidiary of Ashland, Inc., an oil and gas refining and distribution company. Since becoming independent of Ashland Inc., we have grown by a combination of organic growth and strategic mergers and acquisitions from approximately 3,300 employees and $387 million in revenue in fiscal 1991, the first full fiscal year of independent operations, to approximately 45,000 employees at September 30, 2011 and $8.0 billion in revenue for fiscal 2011. We completed the initial public offering of our common stock in May 2007 and such shares are traded on the New York Stock Exchange.

We offer our services through two business segments: Professional Technical Services and Management Support Services.

Professional Technical Services (PTS). Our PTS segment delivers planning, consulting, architectural and engineering design, and program and construction management services to commercial and government clients worldwide in major end markets such as transportation, facilities, environmental, energy, water and government markets. For example, we are providing program management services through a joint venture for the Second Avenue subway line in New York City, design and contract administration services for the Hong Kong-Zhuhai-Macao Bridge's Hong Kong Boundary Crossing Facilities and engineering and environmental management services to support global energy infrastructure development for a number of large petroleum and mining companies. Our PTS segment contributed $6.9 billion, or 86%, of our fiscal 2011 revenue.

Management Support Services (MSS). Our MSS segment provides program and facilities management and maintenance, training, logistics, consulting, technical assistance and systems integration services, primarily for agencies of the U.S. government. For example, we provide organizational and limited direct support services for equipment sent to the U.S. Army's Corpus Christi Depot in Texas. Our MSS segment contributed $1.1 billion, or 14%, of our fiscal 2011 revenue.

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Our Business Strategy

Our business strategy focuses on leveraging our competitive strengths and leadership positions in our core markets while opportunistically entering new markets and geographies. Key elements of our strategy include:

Expand our long-standing client relationships and provide our clients with a broad range of services

We have long-standing relationships with a number of large corporations, public and private institutions and governmental agencies worldwide. We will continue to focus on client satisfaction along with opportunities to sell a greater range of services to clients and deliver full-service solutions for their needs. For example, as our environmental business has grown, we have provided environmental services for transportation and other infrastructure projects where such services have in the past been subcontracted to third parties.

By integrating and providing a broad range of services, we believe we deliver maximum value to our clients at competitive costs. Also, by coordinating and consolidating our knowledge base, we believe we have the ability to export our leading edge technical skills to any region in the world in which our clients may need them.

Capitalize on opportunities in our core markets

We intend to leverage our leading positions in the transportation, facilities, environmental, energy, water and government markets to continue to expand our services and revenue. We believe that the need for infrastructure upgrades, environmental management and government outsourcing of support services, among other things, will result in continued opportunities in our core markets. With our track record and our global resources, we believe we are well positioned to compete for projects in these markets.

Continue to pursue our acquisition strategy

We intend to continue to attract other successful companies whose growth can be enhanced by joining us. This approach has served us well as we have strengthened and diversified our leadership positions geographically, technically and across end markets. We believe that the trend towards consolidation in our industry will continue to produce candidates that align with our acquisition strategy.

Strengthen and support human capital

Our experienced employees and management are our most valuable resources. Attracting and retaining key personnel has been and will remain critical to our success. We will continue to focus on providing our personnel with training and other personal and professional growth opportunities, performance-based incentives, opportunities for stock ownership and other competitive benefits in order to strengthen and support our human capital base. We believe that our employee stock ownership and other programs align the interests of our personnel with those of our clients and stockholders.

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Our Business Segments

The following table sets forth the revenue attributable to our business segments for the periods indicated(1):

(1) For additional financial information by segment, see Note 20 in the notes to our consolidated financial statements.

	Year Ended September 30, (in millions)		
	2011	2010	2009
Professional Technical Services (PTS)	$ 6,877.1	$ 5,393.7	$ 5,057.7
Management Support Services (MSS)	1,160.3	1,152.1	1,061.8
Total	$ 8,037.4	$ 6,545.8	$ 6,119.5

Our Professional Technical Services Segment

Our PTS segment is comprised of a broad array of services, generally provided on a fee-for-service basis. These services include planning, consulting, architectural and engineering design, program management and construction management for industrial, commercial, institutional and government clients worldwide. For each of these services, our technical expertise includes civil, structural, process, mechanical, geotechnical systems and electrical engineering, architectural, landscape and interior design, urban and regional planning, project economics, and environmental, health and safety work.

With our technical and management expertise, we are able to provide our clients with a broad spectrum of services. For example, within our environmental management service offerings, we provide remediation, regulatory compliance planning and management, environmental modeling, environmental impact assessment and environmental permitting for major capital/infrastructure projects.

Our services may be sequenced over multiple phases. For example, in the area of program management and construction management services, these services may begin with a small consulting or planning contract, and may later develop into an overall management role for the project or a series of projects, which we refer to as a program. Program and construction management contracts typically employ a staff of 10 to more than 100 and, in many cases, operate as an outsourcing arrangement with our staff located at the project site. For example, since 1990, we have been managing renovation work at the Pentagon for the U.S. Department of Defense. Another example of our program and construction management services would be our services related to the development of educational facilities for K-12 school districts and/or community colleges throughout the United States, including the cities of Dallas, Los Angeles and Houston.

We provide the services in our PTS segment both directly and through joint ventures or similar partner arrangements to the following key end markets:

Transportation.

Transit and Rail. Projects include light rail, heavy rail (including high speed, commuter and freight) and multimodal transit projects. For example, we have provided engineering design services for the new World Trade Center Terminal for PATH and the Second Avenue Subway (8.5-mile rail route and 16 stations) in New York City, the Ma On Shan Rail (7-mile elevated railway) in Hong Kong, and Crossrail (74-mile railway) in the United Kingdom.

Marine, Ports and Harbors. Projects include wharf facilities and container port facilities for private and public port operators. For example, we have provided marine design and engineering services for container facilities in Hong Kong, the Ports of Los Angeles, Long Beach, New York and

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New Jersey, the new $7 billion Doha Port project in Qatar and waterfront transshipment facilities for oil and liquid natural gas.

Highways, Bridges and Tunnels. Projects include interstate, primary and secondary urban and rural highway systems and bridge projects. For example, we have provided engineering services for the SH-130 Toll Road (49-mile "greenfield" highway project) in Austin, Texas, the Sydney Orbital Bypass (39 kilometer highway) in Sydney, Australia and the Padma bridge (5.58 kilometer span) crossing the Padma River in Bangladesh.

Aviation. Projects include landside terminal and airside facilities and runways as well as taxiways. For example, we have provided program management services to a number of major U.S. airports, including O'Hare International in Chicago, Los Angeles International, John F. Kennedy and La Guardia in New York City, Reagan National and Dulles International in Washington, D.C., and Miami International. We also have provided services to airports in Hong Kong, London, Cyprus and Qatar.

Facilities.

Government. Projects include our emergency response services for the Department of Homeland Security, including the Federal Emergency Management Agency and engineering and program management services for agencies of the Department of Defense. We also provide architectural and engineering services for several national laboratories, including the laboratories at Hanford, Washington and Los Alamos, New Mexico.

Industrial. Projects include industrial facilities for a variety of niche end markets including manufacturing, distribution, aviation, aerospace, communications, media, pharmaceuticals, renewable energy, chemical, and food and beverage facilities.

Urban Master Planning/Design. Projects include design services, landscape architecture, general policy consulting and environmental planning projects for a variety of government, institutional and private sector clients. For example, we have provided planning and consulting services for the Olympic Games sites in Atlanta, Sydney, Beijing, Salt Lake City and London. We are providing strategic planning and master planning services for new cities and major mixed use developments in China, Southeast Asia, the Middle East, North Africa, the United Kingdom and the United States.

Commercial and Leisure Facilities. Projects include corporate headquarters, high-rise office towers, historic buildings, hotels, leisure, sports and entertainment facilities, hospitals and healthcare facilities and corporate campuses. For example, we provided electronic security programming and installation services for the renovation of Soldier Field in Chicago, construction management for the renovation of Dodger Stadium in Los Angeles, design services for Barclays Center Arena in Brooklyn and building services, engineering, architectural lighting, advanced modeling, infrastructure and utilities engineering and advanced security for the headquarters of the British Broadcasting Company in London.

Institutional. Projects include engineering services for college and university campuses, including the new Kennedy-King College in Chicago, Illinois. We also have undertaken assignments for Oxford University in the United Kingdom, Pomona College and Loyola Marymount University in California.

Healthcare. Projects include design services for the Mayo Clinic Gonda Building in Rochester, Minnesota, University Hospital in Dubai Healthcare City and the Samsung Cancer Center in Seoul, Korea. We also have undertaken assignments for the Veterans Affairs Medical Center in Orlando, Florida, and the Minneapolis campus of Children's Hospitals and Clinics of Minnesota.

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Correctional. Projects include the planning, design, and construction of detention and correction facilities throughout the world. For example, we provided construction management services for the construction of the California State Prison Kern County Delano II, justice design and security consulting services for a multi-custody correctional complex for the Sultanate of Oman, Royal Police Force, architecture and engineering services for the Coleman Federal Correctional Complex in Florida and architecture services for the Grayville, Illinois Maximum Security Correctional Center.

Environmental.

Water and Wastewater. Projects include treatment facilities as well as supply, distribution and collection systems, stormwater management, desalinization, and other water re-use technologies for metropolitan governments. We have provided services to the Metropolitan Water Reclamation District of Greater Chicago's Calumet and Stickney wastewater treatment plants, two of the largest such plants in the world. Currently, we are working with New York City on the Bowery Bay facility reconstruction, and have had a major role in Hong Kong's Harbor Area Treatment Scheme for Victoria Harbor.

Environmental Management. Projects include remediation, waste handling, testing and monitoring of environmental conditions and environmental construction management for private sector clients. For example, we have provided environmental remediation, restoration of damaged wetlands, and services associated with reduction of greenhouse gas emissions for large multinational corporations, and we also have provided permitting services for pipeline projects for major energy companies.

Water Resources. Projects include regional-scale floodplain mapping and analysis for public agencies, along with the analysis and development of protected groundwater resources for companies in the bottled water industry.

Energy/Power.

Demand Side Management. Projects include energy efficient systems for public K-12 schools and universities, health care facilities, and courthouses and other public buildings, as well as energy conservation systems for utilities.

Transmission and Distribution. Projects include power stations and electric transmissions and distribution and co-generation systems, including enhanced electrical power generation in Stung Treng, Cambodia. These projects utilize a wide range of services that include consulting, forecasting and surveying to detailed engineering design and construction management.

Alternative/Renewable Energy. Projects include production facilities such as ethanol plants, wind farms and micro hydropower and geothermal subsections of regional power grids. We typically provide site selection and permitting, engineering, procurement and construction management and related services.

Hydropower/Dams. Projects include hydroelectric power stations, dams, spillways, and flood control systems including the Song Ba Ha Hydropower Project in Vietnam, the Pine Brook Dam in Boulder County, Colorado and the Peribonka Hydroelectric Power Plant in Quebec, Canada.

Solar. Projects include performing environmental work for the solar photovoltaic Brockton Brightfield project in New England, and environmental permitting services for the California Energy Commission to permit the development of a 250 MW solar thermal power plant in the Mojave Desert of California.

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Our Management Support Services Segment

Through our MSS segment, we offer program and facilities management and maintenance, training, logistics, consulting, technical assistance and systems integration services, primarily for agencies of the U.S. government.

We provide a wide array of services in our MSS segment, both directly and through joint ventures or similar partner arrangements, including:

Installation, Operations and Maintenance. Projects include Department of Defense and Department of Energy installations where we provide comprehensive services for the operation and maintenance of complex government installations, including military bases, test ranges and equipment. We have undertaken assignments in this category in the Middle East and the United States. We also provide services for the operations and maintenance of the Department of Energy's Nevada Test Site.

Logistics and Field Services. Projects include logistics support services for a number of Department of Defense agencies and defense prime contractors focused on developing and managing integrated supply and distribution networks. We oversee warehousing, packaging, delivery and traffic management for the distribution of government equipment and materials.

Training. Projects include training applications in live, virtual and simulation training environments. We have conducted training at the U.S. Army's Center for Security Training in Maryland for law enforcement and military personnel. We have also supported the training of international police officers and peacekeepers for deployment in various locations around the world in the areas of maintaining electronics and communications equipment.

Systems Support. Projects cover a diverse set of operational and support systems for the maintenance, operation and modernization of Department of Defense and Department of Energy installations. Our services in this area range from information technology and communications to life cycle optimization and engineering, including environmental management services. Through projects such as our joint venture operation at the Nevada Test Site, our team is responsible for facility and infrastructure support for critical missions of the U.S. government in its nonproliferation efforts, emergency response readiness, and force support and sustainment. Enterprise network operations and information systems support, including remote location engineering and operation in classified environments, are also specialized services we provide.

Technical Personnel Placement. Projects include the placement of personnel in key functional areas of military and other government agencies, as these entities continue to outsource critical services to commercial entities. We provide systems, processes and personnel in support of the Department of Justice's management of forfeited assets recovered by law enforcement agencies. We also support the Department of State in its enforcement programs by recruiting, training and supporting police officers for international and homeland security missions.

Field Services. Projects include maintaining, modifying and overhauling ground vehicles, armored carriers and associated support equipment both within and outside of the United States under contracts with the Department of Defense. We also maintain and repair telecommunications systems for military and civilian entities.

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Our Clients

Our clients consist primarily of national, state, regional and local governments, public and private institutions and major corporations. The following table sets forth our total revenue attributable to these categories of clients for each of the periods indicated:

	Year Ended September 30, (dollars in millions)					
	2011		2010		2009	
U.S. Federal Government						
PTS	$ 640.8	8%	$ 549.4	8%	$ 572.2	9%
MSS	1,151.4	14	1,152.0	18	1,061.8	17
U.S. State and Local Governments	1,453.3	18	1,362.0	21	1,327.1	22
Non-U.S. Governments	1,931.3	24	1,690.2	26	1,388.5	23
Subtotal Governments	5,176.8	64	4,753.6	73	4,349.6	71
Private Entities (worldwide)	2,860.6	36	1,792.2	27	1,769.8	29
Total	$ 8,037.4	100%	$ 6,545.8	100%	$ 6,119.4	100%

Other than the U.S. federal government, no single client accounted for 10% or more of our revenue in any of the past five fiscal years. Approximately 22%, 26% and 26% of our revenue was derived through direct contracts with agencies of the U.S. federal government in the years ended September 30, 2011, 2010 and 2009, respectively. One of these contracts accounted for approximately 3%, 9% and 10% of our revenue in the years ended September 30, 2011, 2010 and 2009, respectively. The work attributed to the U.S. federal government includes our work for the Department of Defense, Department of Energy, Department of Justice and the Department of Homeland Security.

Contracts

The price provisions of the contracts we undertake can be grouped into two broad categories: cost-reimbursable contracts and fixed-price contracts. The majority of our contracts fall under the category of cost-reimbursable contracts, which we believe are generally less subject to loss than fixed-price contracts. As detailed below, our fixed-price contracts relate primarily to design and construction management contracts where we do not self-perform or take the risk of construction.

Cost-Reimbursable Contracts

Cost-reimbursable contracts consist of two similar contract types, cost-plus and time and material.

Cost-Plus. We enter into two major types of cost-plus contracts:

Cost-Plus Fixed Fee. Under cost-plus fixed fee contracts, we charge clients for our costs, including both direct and indirect costs, plus a fixed negotiated fee. The total estimated cost plus the fixed negotiated fee represents the total contract value. We recognize revenue based on the actual labor and other direct costs incurred, plus the portion of the fixed fee earned to date.

Cost-Plus Fixed Rate. Under cost-plus fixed rate contracts, we charge clients for our direct and indirect costs based upon a negotiated rate. We recognize revenue based on the actual total costs expended and the applicable fixed rate.

Certain cost-plus contracts provide for award fees or a penalty based on performance criteria in lieu of a fixed fee or fixed rate. Other contracts include a base fee component plus a performance-based award fee. In addition, we may share award fees with subcontractors. We record accruals for fee-sharing as fees are earned. We generally recognize revenue to the extent of costs actually incurred plus a proportionate

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amount of the fee expected to be earned. We take the award fee or penalty on contracts into consideration when estimating revenue and profit rates, and record revenue related to the award fees when there is sufficient information to assess anticipated contract performance. On contracts that represent higher than normal risk or technical difficulty, we may defer all award fees until an award fee letter is received. Once an award fee letter is received, the estimated or accrued fees are adjusted to the actual award amount.

Certain cost-plus contracts provide for incentive fees based on performance against contractual milestones. The amount of the incentive fees varies, depending on whether we achieve above, at, or below target results. We originally recognize revenue on these contracts based upon expected results. These estimates are revised when necessary based upon additional information that becomes available as the contract progresses.

Time and Material. Time and material is common for smaller scale engineering and consulting services. Under these types of contracts, we negotiate hourly billing rates and charge our clients based upon actual hours expended on a project. Unlike cost-plus contracts, however, there is no predetermined fee. In addition, any direct project expenditures are passed through to the client and are reimbursed. These contracts may have a fixed-price element in the form of not-to-exceed or guaranteed maximum price provisions.

For fiscal 2011, 2010 and 2009, cost-reimbursable contracts represented approximately 54%, 63%, and 62% respectively, of our total revenue, consisting of cost-plus contracts and time and material contracts as follows:

	Year Ended September 30,		
	2011	**2010**	**2009**
Cost-plus contracts	19%	24%	27%
Time and materials contracts	35	39	35
Total	54%	63%	62%

Fixed-Price Contracts

There are typically two types of fixed-price contracts. The first and more common type, lump-sum, involves performing all of the work under the contract for a specified lump-sum fee. Lump-sum contracts are typically subject to price adjustments if the scope of the project changes or unforeseen conditions arise. In such cases, we will submit formal requests for adjustment of the lump sum via formal change orders or contract amendments. The second type, fixed-unit price, involves performing an estimated number of units of work at an agreed price per unit, with the total payment under the contract determined by the actual number of units delivered.

Many of our fixed-price contracts are negotiated and arise in the design of projects with a specified scope. Fixed-price contracts often arise in the areas of construction management and design-build services. Construction management services are typically in the form of general administrative oversight (in which we do not assume responsibility for construction means and methods and which is on a cost-reimbursable basis). Under our design-build projects, we are typically responsible for the design of a facility with the fixed contract price negotiated after we have had the opportunity to secure specific bids from various subcontractors (including the contractor that will be primarily responsible for all construction risks) and add a contingency fee.

We typically attempt to mitigate the risks of fixed-price design-build contracts by contracting to complete the projects based on our design as opposed to a third party's design, by not self-performing construction (except for limited environmental tasks), by not guaranteeing new or untested processes or technologies and by working only with experienced subcontractors with sufficient bonding capacity.

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Some of our fixed-price contracts require us to provide performance bonds or parent company guarantees to assure our clients that their project will be completed in accordance with the terms of the contracts. In such cases, we typically require our primary subcontractors to provide similar bonds and guarantees and to be adequately insured, and we flow down the terms and conditions set forth in our agreement on to our subcontractors.

For fiscal 2011, 2010 and 2009, fixed-price contracts represented approximately 46%, 37% and 38%, respectively, of our total revenue. Less than 25%, 13% and 10% of our revenue in each of fiscal 2011, 2010 and 2009, respectively, was generated from contracts where we have exposure to construction cost overruns. There may be risks associated with completing these projects profitably if we are not able to perform our professional services for the amount of the fixed fee. However, we attempt to mitigate these risks as described above.

Joint Ventures

Some of our larger contracts may operate under joint ventures or other arrangements under which we team with other reputable companies, typically companies with which we have worked for many years. This is often done where the scale of the project dictates such an arrangement or when we want to strengthen either our market position or our technical skills.

Backlog

Backlog is expressed in terms of gross revenue and therefore may include significant estimated amounts of third party, or pass-through costs to subcontractors and other parties. Our total backlog is comprised of contracted backlog and awarded backlog. Our contracted backlog includes revenue we expect to record in the future from signed contracts, and in the case of a public client, where the project has been funded. Our awarded backlog includes revenue we expect to record in the future where we have been awarded the work, but the contractual agreement has not yet been signed. For non-government contracts, our backlog includes future revenue at contract rates, excluding contract renewals or extensions that are at the discretion of the client. For contracts with a not-to-exceed maximum amount, we include revenue from such contracts in backlog to the extent of the remaining estimated amount. We calculate backlog without regard to possible project reductions or expansions or potential cancellations until such changes or cancellations occur. No assurance can be given that we will ultimately realize our full backlog. Our backlog for the year ended September 30, 2011 increased $0.9 billion, or 6%, to $15.6 billion as compared to $14.7 billion for the corresponding period last year.

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The following summarizes contracted and awarded backlog, excluding backlog as of September 30, 2011, 2010 and 2009 related to businesses which we divested, as discussed in Note 5 in the notes to our consolidated financial statements (in billions):

	September 30,		
	2011	2010	2009
Contracted backlog:			
PTS segment	$ 7.9	$ 6.1	$ 4.9
MSS segment	1.0	0.7	0.5
Total contracted backlog	$ 8.9	$ 6.8	$ 5.4
Awarded backlog:			
PTS segment	$ 5.7	$ 6.4	$ 3.7
MSS segment	1.0	1.5	0.4
Total awarded backlog	$ 6.7	$ 7.9	$ 4.1
Total backlog:			
PTS segment	$ 13.6	$ 12.5	$ 8.6
MSS segment	2.0	2.2	0.9
Total backlog	$ 15.6	$ 14.7	$ 9.5

Competition

The professional technical and management support services markets we serve are highly fragmented and we compete with a large number of regional, national and international companies. Certain of these competitors have greater financial and other resources than we do. Others are smaller and more specialized, and concentrate their resources in particular areas of expertise. The extent of our competition varies according to the particular markets and geographic area. The degree and type of competition we face is also influenced by the type and scope of a particular project. Our clients make competitive determinations based upon qualifications, experience, performance, reputation, technology, customer relationships and ability to provide the relevant services in a timely, safe and cost-efficient manner.

Seasonality

We experience seasonal trends in our business. Our revenue is typically higher in the last half of the fiscal year. The fourth quarter of our fiscal year (July 1 to September 30) is typically our strongest quarter. We find that the U.S. federal government tends to authorize more work during the period preceding the end of our fiscal year, September 30. In addition, many U.S. state governments with fiscal years ending on June 30 tend to accelerate spending during their first quarter, when new funding becomes available. Further, our construction management revenue typically increases during the high construction season of the summer months. Within the United States, as well as other parts of the world, our business generally benefits from milder weather conditions in our fiscal fourth quarter, which allows for more productivity from our on-site civil services. Our construction and project management services also typically expand during the high construction season of the summer months. The first quarter of our fiscal year (October 1 to December 31) is typically our weakest quarter. The harsher weather conditions impact our ability to complete work in parts of North America and the holiday season schedule affects our productivity during this period. For these reasons, coupled with the number and significance of client contracts commenced and completed during a particular period, as well as the timing of expenses incurred for corporate initiatives, it is not unusual for us to experience seasonal changes or fluctuations in our quarterly operating results.

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Insurance and Risk Management

We maintain insurance covering professional liability and claims involving bodily injury and property damage. We consider our present limits of coverage, deductibles, and reserves to be adequate. Wherever possible, we endeavor to eliminate or reduce the risk of loss on a project through the use of quality assurance/control, risk management, workplace safety and similar methods. A majority of our operating subsidiaries are quality certified under ISO 9001:2000 or an equivalent standard, and we plan to continue to obtain certification where applicable. ISO 9001:2000 refers to international quality standards developed by the International Organization for Standardization, or ISO.

Risk management is an integral part of our project management approach and our project execution process. We have a risk management group that reviews and oversees the risk profile of our operations. This group also participates in evaluating risk through internal risk analyses in which our corporate management reviews higher-risk projects, contracts or other business decisions that require corporate approval.

Regulation

We are regulated in a number of fields in which we operate. In the United States, we deal with numerous U.S. government agencies and entities, including branches of the U.S. military, the Department of Defense, the Department of Energy, intelligence agencies and the Nuclear Regulatory Commission. When working with these and other U.S. government agencies and entities, we must comply with laws and regulations relating to the formation, administration and performance of contracts. These laws and regulations, among other things:

- require certification and disclosure of all cost or pricing data in connection with various contract negotiations;
- impose procurement regulations that define allowable and unallowable costs and otherwise govern our right to reimbursement under various cost-based U.S. government contracts; and
- restrict the use and dissemination of information classified for national security purposes and the exportation of certain products and technical data.

Internationally, we are subject to various government laws and regulations (including the U.S. Foreign Corrupt Practices Act, Arms Export Control Act, Department of Commerce Export and Anti Boycott Regulations, Proceeds of Crime Act and other similar non-U.S. laws and regulations), local government regulations and procurement policies and practices and varying currency, political and economic risks.

To help ensure compliance with these laws and regulations, all of our employees are required to complete tailored ethics and other compliance training relevant to their position and our operations.

Compliance with federal, state, local and foreign laws enacted for the protection of the environment has to date had no significant effect on our capital expenditures, earnings, or competitive position. In the future, compliance with environmental laws could materially adversely affect us. We will continue to monitor the impact of such laws on our business and will develop appropriate compliance programs.

Personnel

Our principal asset is our employees. A large percentage of our employees have technical and professional backgrounds and undergraduate and/or advanced degrees. We believe that we attract and retain talented employees by offering them the opportunity to work on highly visible and technically challenging projects in a stable work environment. The tables below identify our personnel by segment and geographic region.

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Personnel by Segment

	As of September 30,		
	2011	2010	2009
Professional Technical Services	37,500	33,900	32,800
Management Support Services	7,100	13,800	9,800
Corporate	400	400	600
Total	45,000	48,100	43,200

Personnel by Geographic Region

	As of September 30,		
	2011	2010	2009
Americas	21,600	22,000	19,800
Europe	5,200	4,000	4,200
Middle East	7,400	13,400	11,600
Asia/Pacific	10,800	8,700	7,600
Total	45,000	48,100	43,200

Personnel by Segment and Geographic Region

	As of September 30, 2011			
	PTS	MSS	Corporate	Total
Americas	17,400	3,800	400*	21,600
Europe	5,200			5,200
Middle East	4,100	3,300		7,400
Asia/Pacific	10,800			10,800
Total	37,500	7,100	400*	45,000

* Includes individuals employed by foreign subsidiaries.

A portion of our employees are employed on a project-by-project basis to meet our contractual obligations, generally in connection with government projects in our MSS segment. We believe our employee relations are good.

Geographic Information

For financial geographic information, please refer to Note 20 to the notes to our consolidated financial statements found elsewhere in this Form 10-K.

Available Information

The reports we file with the Securities and Exchange Commission, including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and proxy materials, are available free of charge on our website at *www.aecom.com*. You may read and copy any materials filed with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room. The SEC also maintains a web site (*www.sec.gov*) containing reports, proxy, and other information that we file with the SEC. Our Corporate Governance Guidelines and our Code of Ethics are available on our website at *www.aecom.com* under the "Investors" section. Copies of the information identified above may be obtained without charge from us by writing to AECOM Technology Corporation, 555 South Flower Street, Suite 3700, Los Angeles, California 90071, Attention: Corporate Secretary.

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ITEM 1A. RISK FACTORS

We operate in a changing environment that involves numerous known and unknown risks and uncertainties that could materially adversely affect our operations. The risks described below highlight some of the factors that have affected, and in the future could affect our operations. Additional risks we do not yet know of or that we currently think are immaterial may also affect our business operations. If any of the events or circumstances described in the following risks actually occur, our business, financial condition or results of operations could be materially adversely affected.

We depend on long-term government contracts, some of which are only funded on an annual basis. If appropriations for funding are not made in subsequent years of a multiple-year contract, we may not be able to realize all of our anticipated revenue and profits from that project.

A substantial majority of our revenue is derived from contracts with agencies and departments of national, state and local governments. During fiscal 2011, 2010 and 2009, approximately 64%, 73% and 71%, respectively, of our revenue was derived from contracts with government entities.

Most government contracts are subject to the government's budgetary approval process. Legislatures typically appropriate funds for a given program on a year-by-year basis, even though contract performance may take more than one year. As a result, at the beginning of a program, the related contract is only partially funded, and additional funding is normally committed only as appropriations are made in each subsequent fiscal year. These appropriations, and the timing of payment of appropriated amounts, may be influenced by, among other things, the state of the economy, competing priorities for appropriation, changes in administration or control of legislatures and the timing and amount of tax receipts and the overall level of government expenditures. If appropriations are not made in subsequent years on our government contracts, then we will not realize all of our potential revenue and profit from that contract.

For instance, a significant portion of historical funding for state and local transportation projects has come from the U.S. federal government through its "SAFETEA-LU" infrastructure funding program and predecessor programs. Approximately 79% of the SAFETEA-LU funding is for highway programs, 18.5% is for transit programs and 2.5% is for other programs such as motor carrier safety, national highway traffic safety and research. A key uncertainty in the outlook for federal transportation funding in the United States is the future viability of the Highway Trust Fund, which has experienced shortfalls due to a decrease in the federal gas tax receipts that fund it. This raises concerns about the future funding structure for federal highway programs, including the Highway Trust Fund. We currently anticipate that SAFETEA-LU, which is set to expire in March 2012, will be extended by continuing resolutions of Congress as it has been prior to all previous scheduled expirations. If SAFETEA-LU is not extended, it could have a material adverse effect on our financial condition and results of operations.

Governmental agencies may modify, curtail or terminate our contracts at any time prior to their completion and, if we do not replace them, we may suffer a decline in revenue.

Most government contracts may be modified, curtailed or terminated by the government either at its discretion or upon the default of the contractor. If the government terminates a contract at its discretion, then we typically are able to recover only costs incurred or committed, settlement expenses and profit on work completed prior to termination, which could prevent us from recognizing all of our potential revenue and profits from that contract. In addition, the U.S. government has announced its intention to scale back outsourcing of services in favor of "insourcing" jobs to its employees, which could reduce the number of contracts awarded to us. The adoption of similar practices by other government entities could also adversely affect our revenues. If a government terminates a contract due to our default, we could be liable for excess costs incurred by the government in obtaining services from another source.

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Demand for our services is cyclical and may be vulnerable to sudden economic downturns and reductions in government and private industry spending. If economic conditions remain weak and decline further, our revenue and profitability could be adversely affected.

Demand for our services is cyclical and may be vulnerable to sudden economic downturns and reductions in government and private industry spending, which may result in clients delaying, curtailing or canceling proposed and existing projects. Economic conditions in the U.S. and in many other countries and regions, including the United Kingdom, are weak and may remain difficult for the foreseeable future. If global economic and financial market conditions remain weak and/or decline further, some of our clients may face considerable budget shortfalls that may limit their overall demand for our services. In addition, our clients may find it more difficult to raise capital in the future to fund their projects due to uncertainty in the municipal and general credit markets. Also, the global demand for commodities has increased raw material costs, which will cause our clients' projects to increase in overall cost and may result in the more rapid depletion of the funds that are available to our clients to spend on projects.

Where economies are weakening, our clients may demand more favorable pricing or other terms while their ability to pay our invoices or to pay them in a timely manner may be adversely affected. Our government clients may face budget deficits that prohibit them from funding proposed and existing projects. If economic conditions remain uncertain and/or weaken and/or government spending is reduced, our revenue and profitability could be adversely affected.

Our contracts with governmental agencies are subject to audit, which could result in adjustments to reimbursable contract costs or, if we are charged with wrongdoing, possible temporary or permanent suspension from participating in government programs.

Our books and records are subject to audit by the various governmental agencies we serve and their representatives. These audits can result in adjustments to the amount of contract costs we believe are reimbursable by the agencies and the amount of our overhead costs allocated to the agencies. For example, as discussed elsewhere in this report, the U.S. Defense Contract Audit Agency (DCAA) issued a DCAA Form 1 questioning costs incurred during fiscal 2007 by Combat Support Associates, a consolidated joint venture that includes AECOM Government Services, Inc., in the performance of a U.S. Government contract in Kuwait. If such matter were not resolved in our favor, it could have a material adverse effect on our business. In addition, if one of our subsidiaries is charged with wrongdoing as a result of an audit, that subsidiary, and possibly our company as a whole, could be temporarily suspended or could be prohibited from bidding on and receiving future government contracts for a period of time. Furthermore, as a government contractor, we are subject to an increased risk of investigations, criminal prosecution, civil fraud, whistleblower lawsuits and other legal actions and liabilities to which purely private sector companies are not, the results of which could materially adversely impact our business.

Our operations worldwide expose us to legal, political and economic risks in different countries as well as currency exchange rate fluctuations that could harm our business and financial results.

During fiscal 2011, revenue attributable to our services provided outside of the United States was approximately 40% of our total revenue. There are risks inherent in doing business internationally, including:

- imposition of governmental controls and changes in laws, regulations or policies;
- political and economic instability;
- civil unrest, acts of terrorism, force majeure, war, or other armed conflict;
- changes in U.S. and other national government trade policies affecting the markets for our services;
- changes in regulatory practices, tariffs and taxes;

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- potential non-compliance with a wide variety of laws and regulations, including anti-corruption, export control and anti-boycott laws and similar non-U.S. laws and regulations;
- changes in labor conditions;
- logistical and communication challenges; and
- currency exchange rate fluctuations, devaluations and other conversion restrictions.

Any of these factors could have a material adverse effect on our business, results of operations or financial condition.

***Political, economic and military conditions in the Middle East, North Africa and other regions could negatively impact our business*.**

In recent months, civil unrest, which initially began in Tunisia and Egypt, has spread to other areas in the Middle East and beyond. Due to the civil unrest in Libya in February 2011, we ceased providing services as the program manager for the Libya Housing and Infrastructure Board's program to modernize the country's infrastructure. We cannot currently determine when or if we will resume services. This business disruption resulted in an operating loss, primarily due to demobilization and shutdown costs, and certain asset write-downs. If civil unrest were to disrupt our business in other countries in the Middle East or other regions in which we operate, and particularly if political activities were to result in prolonged unrest or civil war, our financial condition could be adversely affected.

We operate in many different jurisdictions and we could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-corruption laws.

The U.S. Foreign Corrupt Practices Act (FCPA) and similar worldwide anti-corruption laws, including the U.K. Bribery Act of 2010, generally prohibit companies and their intermediaries from making improper payments to non-U.S. officials for the purpose of obtaining or retaining business. Our internal policies mandate compliance with these anti-corruption laws. We operate in many parts of the world that have experienced governmental corruption to some degree and, in certain circumstances, strict compliance with anti-corruption laws may conflict with local customs and practices. Despite our training and compliance programs, we cannot assure you that our internal control policies and procedures always will protect us from reckless or criminal acts committed by our employees or agents. Our continued expansion outside the U.S., including in developing countries, could increase the risk of such violations in the future. Violations of these laws, or allegations of such violations, could disrupt our business and result in a material adverse effect on our results of operations or financial condition.

We work in international locations where there are high security risks, which could result in harm to our employees and contractors or material costs to us.

Some of our services are performed in high-risk locations, such as Iraq, and, until recently, Libya, where the country or location is suffering from political, social or economic problems, or war or civil unrest. In those locations where we have employees or operations, we may incur material costs to maintain the safety of our personnel. Despite these precautions, the safety of our personnel in these locations may continue to be at risk. Acts of terrorism and threats of armed conflicts in or around various areas in which we operate could limit or disrupt markets and our operations, including disruptions resulting from the evacuation of personnel, cancellation of contracts, or the loss of key employees and contractors or assets. For example, as discussed above, we incurred losses related to demobilization and shutdown costs related to the cessation of our operations in Libya due to ongoing civil unrests.

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Our business and operating results could be adversely affected by losses under fixed-price contracts.

Fixed-price contracts require us to either perform all work under the contract for a specified lump-sum or to perform an estimated number of units of work at an agreed price per unit, with the total payment determined by the actual number of units performed. In fiscal 2011, approximately 46% of our revenue was recognized under fixed-price contracts. Fixed-price contracts are more frequently used outside of the United States and, thus, the exposures resulting from fixed-price contracts may increase as we increase our business operations outside of the United States. Fixed-price contracts expose us to a number of risks not inherent in cost-plus and time and material contracts, including underestimation of costs, ambiguities in specifications, unforeseen costs or difficulties, problems with new technologies, delays beyond our control, failures of subcontractors to perform and economic or other changes that may occur during the contract period. Losses under fixed-price contracts could be substantial and adversely impact our results of operations.

We conduct a portion of our operations through joint venture entities, over which we may have limited control.

Approximately 15% of our fiscal 2011 revenue was derived from our operations through joint ventures or similar partnership arrangements, where control may be shared with unaffiliated third parties. As with most joint venture arrangements, differences in views among the joint venture participants may result in delayed decisions or disputes. We also cannot control the actions of our joint venture partners, and we typically have joint and several liability with our joint venture partners under the applicable contracts for joint venture projects. These factors could potentially adversely impact the business and operations of a joint venture and, in turn, our business and operations.

Operating through joint ventures in which we are minority holders results in us having limited control over many decisions made with respect to projects and internal controls relating to projects. Of the joint ventures noted above, approximately 8% of our fiscal 2011 revenue was derived from our unconsolidated joint ventures where we generally do not have control of the joint venture. These joint ventures may not be subject to the same requirements regarding internal controls and internal control over financial reporting that we follow. As a result, internal control problems may arise with respect to these joint ventures, which could have a material adverse effect on our financial condition and results of operations.

Misconduct by our employees or consultants or our failure to comply with laws or regulations applicable to our business could cause us to lose customers or lose our ability to contract with government agencies.

As a government contractor, misconduct, fraud or other improper activities caused by our employees' or consultants' failure to comply with laws or regulations could have a significant negative impact on our business and reputation. Such misconduct could include the failure to comply with federal procurement regulations, regulations regarding the protection of sensitive government information, legislation regarding the pricing of labor and other costs in government contracts, regulations on lobbying or similar activities, and anti-corruption, export control and other applicable laws or regulations. Our failure to comply with applicable laws or regulations, misconduct by any of our employees or consultants or our failure to make timely and accurate certifications to government agencies regarding misconduct or potential misconduct could subject us to fines and penalties, loss of government granted eligibility, cancellation of contracts and suspension or debarment from contracting with government agencies, any of which may adversely affect our business.

Our defined benefit plans have significant deficits that could grow in the future and cause us to incur additional costs.

We have defined benefit pension plans for employees in the United States, United Kingdom, Australia, Ireland, Canada and Philippines. At September 30, 2011, our defined benefit pension plans had an aggregate deficit (the excess of projected benefit obligations over the fair value of plan assets) of

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approximately $166.5 million. In the future, our pension deficits may increase or decrease depending on changes in the levels of interest rates, pension plan performance and other factors. Because the current economic environment has resulted in declining investment returns and interest rates, we may be required to make additional cash contributions to our pension plans and recognize further increases in our net pension cost to satisfy our funding requirements. If we are forced or elect to make up all or a portion of the deficit for unfunded benefit plans, our results of operations could be materially and adversely affected.

New legal requirements could adversely affect our operating results.

Our business and results of operations could be adversely affected by the passage of U.S. health care reform, climate change, and other environmental legislation and regulations. For example, new legislation or regulations may result in increased direct costs associated with our compliance efforts. Currently, we are assessing the impact that health care reform could have on our employer-sponsored medical plans and that climate change and other environmental legislation and regulations could have on our overall business.

Failure to successfully execute our acquisition strategy may inhibit our growth.

We have grown in part as a result of our acquisitions over the last several years, and we expect continued growth in the form of additional acquisitions and expansion into new markets. If we are unable to pursue suitable acquisition opportunities, as a result of global economic uncertainty or other factors, our growth may be inhibited. We cannot assure you that suitable acquisitions or investment opportunities will continue to be identified or that any of these transactions can be consummated on favorable terms or at all. Any future acquisitions will involve various inherent risks, such as:

- our ability to accurately assess the value, strengths, weaknesses, liabilities and potential profitability of acquisition candidates;
- the potential loss of key personnel of an acquired business;
- increased burdens on our staff and on our administrative, internal control and operating systems, which may hinder our legal and regulatory compliance activities;
- post-acquisition integration challenges; and
- post-acquisition deterioration in an acquired business that could result in lower or negative earnings contribution and/or goodwill impairment charges.

Furthermore, during the acquisition process and thereafter, our management may need to assume significant transaction-related responsibilities, which may cause them to divert their attention from our existing operations. If our management is unable to successfully integrate acquired companies or implement our growth strategy, our operating results could be harmed. Moreover, we cannot assure you that we will continue to successfully expand or that growth or expansion will result in profitability.

Our ability to grow and to compete in our industry will be harmed if we do not retain the continued services of our key technical and management personnel and identify, hire, and retain additional qualified personnel.

There is strong competition for qualified technical and management personnel in the sectors in which we compete. We may not be able to continue to attract and retain qualified technical and management personnel, such as engineers, architects and project managers, who are necessary for the development of our business or to replace qualified personnel. Our planned growth may place increased demands on our resources and will likely require the addition of technical and management personnel and the development of additional expertise by existing personnel. Also, some of our personnel hold government granted eligibility that may be required to obtain certain government projects; if we were to lose some or all of these personnel, they would be difficult to replace. Loss of the services of, or failure to recruit, key

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technical and management personnel could limit our ability to successfully complete existing projects and compete for new projects.

Our revenue and growth prospects may be harmed if we or our employees are unable to obtain government granted eligibility or other qualifications we and they need to perform services for our customers.

A number of government programs require contractors to have certain kinds of government granted eligibility. Depending on the project, eligibility can be difficult and time-consuming to obtain. If we or our employees are unable to obtain or retain the necessary eligibility, we may not be able to win new business, and our existing customers could terminate their contracts with us or decide not to renew them. To the extent we cannot obtain or maintain the required security clearances for our employees working on a particular contract, we may not derive the revenue or profit anticipated from such contract.

Our industry is highly competitive and we may be unable to compete effectively, which could result in reduced revenue, profitability and market share.

We are engaged in a highly competitive business. The professional technical and management support services markets we serve are highly fragmented and we compete with a large number of regional, national and international companies. Certain of these competitors have greater financial and other resources than we do. Others are smaller and more specialized, and concentrate their resources in particular areas of expertise. The extent of our competition varies according to the particular markets and geographic area. The degree and type of competition we face is also influenced by the type and scope of a particular project. Our clients make competitive determinations based upon qualifications, experience, performance, reputation, technology, customer relationships and ability to provide the relevant services in a timely, safe and cost-efficient manner. Increased competition may result in our inability to win bids for future projects and loss of revenue, profitability and market share.

If we extend a significant portion of our credit to clients in a specific geographic area or industry, we may experience disproportionately high levels of collection risk and nonpayment if those clients are adversely affected by factors particular to their geographic area or industry.

Our clients include public and private entities that have been, and may continue to be, negatively impacted by the changing landscape in the global economy. While outside of the U.S. federal government no one client accounts for over 10% of our revenue, we face collection risk as a normal part of our business where we perform services and subsequently bill our clients for such services. In the event that we have concentrated credit risk from clients in a specific geographic area or industry, continuing negative trends or a worsening in the financial condition of that specific geographic area or industry could make us susceptible to disproportionately high levels of default by those clients. Such defaults could materially adversely impact our revenues and our results of operations.

Our services expose us to significant risks of liability and our insurance policies may not provide adequate coverage.

Our services involve significant risks of professional and other liabilities that may substantially exceed the fees that we derive from our services. In addition, we sometimes contractually assume liability under indemnification agreements. We cannot predict the magnitude of potential liabilities from the operation of our business.

Our professional liability policies cover only claims made during the term of the policy. Additionally, our insurance policies may not protect us against potential liability due to various exclusions in the policies and self-insured retention amounts. Partially or completely uninsured claims, if successful and of significant magnitude, could have a material adverse effect on our business.

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Our backlog of uncompleted projects under contract is subject to unexpected adjustments and cancellations and, thus, may not accurately reflect future revenue and profits.

At September 30, 2011, our contracted backlog was approximately $8.9 billion and our awarded backlog was approximately $6.7 billion for a total backlog of $15.6 billion. Our contracted backlog includes revenue we expect to record in the future from signed contracts and, in the case of a public sector client, where the project has been funded. Our awarded backlog includes revenue we expect to record in the future where we have been awarded the work, but the contractual agreement has not yet been signed. We cannot guarantee that future revenue will be realized from either category of backlog or, if realized, will result in profits. Many projects may remain in our backlog for an extended period of time because of the size or long-term nature of the contract. In addition, from time to time, projects are delayed, scaled back or cancelled. These types of backlog reductions adversely affect the revenue and profits that we ultimately receive from contracts reflected in our backlog.

We have submitted claims to clients for work we performed beyond the initial scope of some of our contracts. If these clients do not approve these claims, our results of operations could be adversely impacted.

We typically have pending claims submitted under some of our contracts for payment of work performed beyond the initial contractual requirements for which we have already recorded revenue. In general, we cannot guarantee that such claims will be approved in whole, in part, or at all. If these claims are not approved, our revenue may be reduced in future periods.

In conducting our business, we depend on other contractors and subcontractors. If these parties fail to satisfy their obligations to us or other parties or if we are unable to maintain these relationships, our revenue, profitability and growth prospects could be adversely affected.

We depend on contractors and subcontractors in conducting our business. There is a risk that we may have disputes with our subcontractors arising from, among other things, the quality and timeliness of work performed by the subcontractor, customer concerns about the subcontractor, or our failure to extend existing task orders or issue new task orders under a subcontract. In addition, if any of our subcontractors fail to deliver on a timely basis the agreed-upon supplies and/or perform the agreed-upon services, our ability to fulfill our obligations as a prime contractor may be jeopardized and/or we could be held responsible for such failures.

We also rely on relationships with other contractors when we act as their subcontractor or joint venture partner. Our future revenue and growth prospects could be adversely affected if other contractors eliminate or reduce their subcontracts or joint venture relationships with us, or if a government agency terminates or reduces these other contractors' programs, does not award them new contracts or refuses to pay under a contract. In addition, due to "pay when paid" provisions that are common in subcontracts in certain countries, including the U.S., we could experience delays in receiving payment if the prime contractor experiences payment delays.

If clients use our reports or other work product without appropriate disclaimers or in a misleading or incomplete manner, our business could be adversely affected.

The reports and other work product we produce for clients sometimes include projections, forecasts and other forward-looking statements. Such information by its nature is subject to numerous risks and uncertainties, any of which could cause the information produced by us to ultimately prove inaccurate. While we include appropriate disclaimers in the reports that we prepare for our clients, once we produce such written work product, we have no ability to control the manner in which our clients use such information. As a result, if our clients reproduce such information to solicit funds from investors for projects without appropriate disclaimers and the information proves to be incorrect, or if our clients reproduce such information for potential investors in a misleading or incomplete manner, our clients or

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such investors may threaten to or file suit against us for, among other things, securities law violations. If we were found to be liable for any claims related to our client work product, our business could be adversely affected.

Our quarterly operating results may fluctuate significantly.

We experience seasonal trends in our business with our revenue typically being higher in the last half of the fiscal year. Our fourth quarter (July 1 to September 30) typically is our strongest quarter, and our first quarter is typically our weakest quarter. Our quarterly revenue, expenses and operating results may fluctuate significantly because of a number of factors, including:

- the spending cycle of our public sector clients;
- employee hiring and utilization rates;
- the number and significance of client engagements commenced and completed during a quarter;
- the ability of clients to terminate engagements without penalties;
- the ability of our project managers to accurately estimate the percentage of the project completed;
- delays incurred as a result of weather conditions;
- delays incurred in connection with an engagement;
- the size and scope of engagements;
- the timing and magnitude of expenses incurred for, or savings realized from, corporate initiatives;
- changes in foreign currency rates;
- the seasonality of our business;
- the impairment of goodwill or other intangible assets; and
- general economic and political conditions.

Variations in any of these factors could cause significant fluctuations in our operating results from quarter to quarter.

An impairment charge of goodwill could have a material adverse impact on our financial condition and results of operations.

Under accounting principles generally accepted in the United States, we are required to test goodwill carried in our Consolidated Balance Sheets for possible impairment on an annual basis based upon a fair value approach. Because we have grown in part through acquisitions, goodwill and intangible assets-net represent a substantial portion of our assets. Goodwill and intangible assets-net were $2.2 billion as of September 30, 2011. We perform an analysis on our goodwill balances to test for impairment on an annual basis and whenever events occur that indicate impairment could exist. These events or circumstances could include a significant change in the business climate, including a significant sustained decline in a reporting unit's market value, legal factors, operating performance indicators, competition, sale or disposition of a significant portion of our business and other factors.

If the fair value of our reporting units is less than their carrying value, we could be required to record an impairment charge. The amount of any impairment could be significant and could have a material adverse impact on our financial condition and results of operations for the period in which the charge is taken.

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If we are unable to continue to access credit on acceptable terms, our business may be adversely affected.

The state of the global credit markets could make it more difficult for us to access funds, refinance our existing indebtedness, enter into agreements for new indebtedness, replace our existing credit agreement on or before its expiration in 2016 or obtain funding through the issuance of our securities. We use credit facilities to support our working capital and acquisition needs. There is no guarantee that we can continue to renew our credit facility on terms as favorable as those in our existing credit facility and, if we are unable to do so, our costs of borrowing and our business may be adversely affected.

Our debt agreements contain restrictive covenants and financial ratio tests that restrict or prohibit our ability to engage in or enter into a variety of transactions. If we fail to comply with these covenants or tests, our indebtedness under these agreements could become accelerated, which could adversely affect us.

Our debt agreements, including our senior credit facility and the agreement governing our senior notes, contain various covenants that may have the effect of limiting, among other things, our ability and the ability of certain of our subsidiaries to: merge with other entities, enter into a transaction resulting in a change in control, create new liens, incur additional indebtedness, sell assets outside of the ordinary course of business, enter into transactions with affiliates (other than subsidiaries) or substantially change the general nature of our and our subsidiaries' business, taken as a whole; and, in the case of our senior credit facility, make certain investments, enter into restrictive agreements, or make certain dividends or other distributions. These restrictions could limit our ability to take advantage of financing, merger, acquisition or other opportunities, to fund our business operations or to fully implement our current and future operating strategies.

All of our debt agreements relating to our unsecured revolving credit facility and unsecured term credit agreements require us to maintain compliance with a maximum consolidated leverage ratio at the end of any fiscal quarter. The agreement governing our senior notes also requires us to maintain a net worth above a calculated threshold. As of September 30, 2011, our consolidated leverage ratio was 2.2, which did not exceed our most restrictive maximum consolidated leverage ratio of 3.0. As of September 30, 2011, our net worth was $2.3 billion, which exceeds the calculated threshold of $1.4 billion. Our ability to continue to meet these financial ratios and tests will be dependent upon our future performance and may be affected by events beyond our control (including factors discussed in this "*Risk Factors*" section). If we fail to satisfy these requirements, our indebtedness under these agreements could become accelerated and payable at a time when we are unable to pay them. This would adversely affect our ability to implement our operating strategies and would have a material adverse effect on our financial condition.

Systems and information technology interruption could adversely impact our ability to operate.

We rely heavily on computer, information and communications technology and related systems in order to properly operate. From time to time, we experience occasional system interruptions and delays. If we are unable to continually add software and hardware, effectively upgrade our systems and network infrastructure and take other steps to improve the efficiency of and protect our systems, systems operation could be interrupted or delayed. Our computer and communications systems and operations could be damaged or interrupted by natural disasters, telecommunications failures, acts of war or terrorism and similar events or disruptions. Any of these or other events could cause system interruption, delays and loss of critical data, or delay or prevent operations, and adversely affect our operating results.

In addition, we face the threat to our computer systems of unauthorized access, computer hackers, computer viruses, malicious code, organized cyber attacks and other security problems and system disruptions. We have devoted and will continue to devote significant resources to the security of our computer systems, but they may still be vulnerable to these threats. A user who circumvents security measures could misappropriate proprietary information or cause interruptions or malfunctions in operations. As a result, we may be required to expend significant resources to protect against the threat of these system disruptions and security breaches or to alleviate problems caused by these disruptions and breaches. Any of these events could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Failure to adequately protect, maintain, or enforce our rights in our intellectual property may adversely limit our competitive position.

Our success depends, in part, upon our ability to protect our intellectual property. We rely on a combination of intellectual property policies and other contractual arrangements to protect much of our intellectual property where we do not believe that trademark, patent or copyright protection is appropriate or obtainable. Trade secrets are generally difficult to protect. Although our employees are subject to confidentiality obligations, this protection may be inadequate to deter or prevent misappropriation of our confidential information and/or the infringement of our patents and copyrights. Further, we may be unable to detect unauthorized use of our intellectual property or otherwise take appropriate steps to enforce our rights. Failure to adequately protect, maintain, or enforce our intellectual property rights may adversely limit our competitive position.

Our charter documents contain provisions that may delay, defer or prevent a change of control.

Provisions of our certificate of incorporation and bylaws could make it more difficult for a third party to acquire control of us, even if the change in control would be beneficial to stockholders. These provisions include the following:

- division of our Board of Directors into three classes, with each class serving a staggered three-year term;
- removal of directors for cause only;
- ability of our Board of Directors to authorize the issuance of preferred stock in series without stockholder approval;
- two-thirds stockholder vote requirement to approve specified business combinations, which include a sale of substantially all of our assets;
- vesting of exclusive authority in our Board of Directors to determine the size of the board (subject to limited exceptions) and to fill vacancies;
- advance notice requirements for stockholder proposals and nominations for election to our Board of Directors; and
- prohibitions on our stockholders from acting by written consent and limitations on calling special meetings.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate offices are located in approximately 83,000 square feet of space at 555 and 515 South Flower Street, Los Angeles, California. Our other offices consist of an aggregate of approximately 7.4 million square feet worldwide. We also maintain smaller administrative or project offices. Virtually all of our offices are leased. See Note 13 in the notes to our consolidated financial statements for information regarding our lease obligations. We believe our current properties are adequate for our business operations and are not currently underutilized. We may add additional facilities from time to time in the future as the need arises.

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ITEM 3. LEGAL PROCEEDINGS

As a government contractor, we are subject to various laws and regulations that are more restrictive than those applicable to non-government contractors. Intense government scrutiny of contractors' compliance with those laws and regulations through audits and investigations is inherent in government contracting and, from time to time, we receive inquiries, subpoenas, and similar demands related to our ongoing business with government entities. Violations can result in civil or criminal liability as well as suspension or debarment from eligibility for awards of new government contracts or option renewals.

We are involved in various investigations, claims and lawsuits in the normal conduct of our business. Although the outcome of our legal proceedings cannot be predicted with certainty and no assurances can be provided, in the opinion of our management, based upon current information and discussions with counsel, none of the investigations, claims and lawsuits in which we are involved is expected to have a material adverse effect on our consolidated financial position, results of operations, cash flows or our ability to conduct business. From time to time, we establish reserves for litigation when we consider it probable that a loss will occur.

ITEM 4. (REMOVED AND RESERVED)

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PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is listed on the New York Stock Exchange (NYSE). According to the records of our transfer agent, there were 2,220 stockholders of record as of November 9, 2011. The following table sets forth the low and high closing sales prices of a share of our common stock during each of the fiscal quarters presented, based upon quotations on the NYSE consolidated reporting system:

	Low Sales Price ($)	High Sales Price ($)
Fiscal 2011:		
First quarter	23.92	28.77
Second quarter	26.15	29.93
Third quarter	25.82	28.67
Fourth quarter	17.67	28.18

	Low Sales Price ($)	High Sales Price ($)
Fiscal 2010:		
First quarter	24.31	28.44
Second quarter	25.45	30.48
Third quarter	22.02	30.73
Fourth quarter	22.15	26.37

Our policy is to use cash flow from operations to fund future growth and pay down debt. Accordingly, we have not paid a cash dividend since our inception and we currently have no plans to pay cash dividends in the foreseeable future. Additionally, our term credit agreement and revolving credit facility restrict our ability to pay cash dividends. Our debt agreements do not permit us to pay cash dividends unless at the time of and immediately after giving effect to the dividend, (a) there is no default or event of default and (b) the leverage ratio (as defined in the debt agreements) is less than 3.00 to 1.00.

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Equity Compensation Plans

The following table presents certain information about our equity compensation plans as of September 30, 2011:

Plan Category	Column A Number of securities to be issued upon exercise of outstanding options, warrants, and rights	Column B Weighted-average exercise price of outstanding options, warrants, and rights	Column C Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column A)
Equity compensation plans not approved by stockholders:	N/A	N/A	N/A
Equity compensation plans approved by stockholders:			
AECOM Technology Corporation 2006 Stock Incentive Plan	2,968,757	$ 21.38	13,999,186
AECOM Technology Corporation Equity Incentive Plan	N/A	N/A	4,189,556
AECOM Technology Corporation Employee Stock Purchase Plan	N/A	N/A	7,441,648
AECOM Technology Corporation Global Stock Program(1)	N/A	N/A	26,905,584
Total	2,968,757	$ 21.38	52,535,974

(1) The AECOM Technology Corporation Global Stock Program consists of our plans in Australia, Hong Kong, New Zealand, Singapore, United Arab Emirates/Qatar, and United Kingdom; and for North America, the Retirement & Savings Plan and Equity Investment Plan.

Performance Measurement Comparison(1)

The following chart compares the percentage change of AECOM stock (ACM) with that of the S&P MidCap 400 and the S&P 1500 SuperComposite Engineering and Construction indices from March 31, 2007 to September 30, 2011. We believe the S&P MidCap 400, on which we are listed, is an appropriate independent broad market index, since it measures the performance of similar mid-sized companies in numerous sectors. In addition, we believe the S&P 1500 SuperComposite Engineering and Construction Index is an appropriate published industry index since it measures the performance of engineering and construction companies.

(1) This section is not "soliciting material," is not deemed "filed" with the SEC and is not incorporated by reference in any of our filings under the Securities Act or Exchange Act whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

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Comparison of Percentage Change

March 31, 2007   September 30, 2011

End-of-Month Prices by Quarter

	Mar 31, 2007	Jun 30, 2007	Sep 30, 2007	Dec 31, 2007	Mar 31, 2008	Jun 30, 2008	Sep 30, 2008	Dec 31, 2008	Mar 31, 2009	Jun 30, 2009	Sep 30, 2009
AECOM(2)	15.40	24.81	34.93	28.57	26.01	32.53	24.44	30.73	26.08	32.00	27.14
S&P MidCap 400	848.47	895.51	885.06	858.20	779.51	819.00	727.29	538.28	489.00	578.14	691.02
S&P 1500 Super Composite Engineering and Construction	141.40	176.08	209.65	215.20	176.98	222.13	145.96	126.35	113.38	137.70	140.92

	Dec 31, 2009	Mar 31, 2010	Jun 30, 2010	Sep 30, 2010	Dec 31, 2010	Mar 31, 2011	Jun 30, 2011	Sep 30, 2011
AECOM(2)	27.50	28.37	23.06	24.26	27.97	27.73	27.34	17.67
S&P MidCap 400	726.67	789.90	711.73	802.10	907.25	989.05	978.64	781.26
S&P 1500 Super Composite Engineering and Construction	129.42	138.10	123.09	131.29	155.98	172.46	156.12	112.61

(2) AECOM stock was registered under Section 12(g) of the Exchange Act but not freely traded from March 29, 2007, through May 9, 2007. Its valuation during that time was performed by an independent, third-party appraiser. The end-of-month price as of March 31, 2007 reflects the 2-for-1 stock split effected in the form of a 100% stock dividend effective May 4, 2007. Our common stock began trading on the NYSE on May 10, 2007.

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Stock Repurchase Program

In August 2011, our Board of Directors authorized a stock repurchase program (the Repurchase Program), pursuant to which we may purchase up to $200 million of our common stock. Share repurchases under this program may be effected through open market purchases, unsolicited or solicited privately negotiated transactions or other methods, including pursuant to a Rule 10b5-1 plan. As of September 30, 2011, we have not repurchased our common stock under a Rule 10b5-1 plan.

In connection with the Repurchase Program, we entered into an accelerated share repurchase (ASR) agreement with Bank of America, N.A. (Bank of America). Under the agreement for the ASR, we agreed to repurchase $100 million of our common stock from Bank of America. During the quarter ended September 30, 2011, Bank of America delivered 4.3 million shares, at which point our shares outstanding were reduced and accounted for as a reduction to retained earnings. The shares delivered was the minimum amount of shares Bank of America is contractually obligated to provide under the ASR agreement.

The specific number of shares that ultimately will be repurchased under the ASR agreement will be based upon the volume-weighted average share price of our common stock during the term of the ASR agreement, less an agreed discount, subject to collar provisions which establish a maximum and minimum price and other customary conditions under the ASR agreement. We expect all ASR purchases to be completed, and the ASR agreement to be settled in full, during the first half of fiscal 2012, but no later than March 7, 2012. At settlement, we may be entitled to receive additional shares of common stock from Bank of America or, under certain circumstances, may be required to issue additional shares or make a payment to Bank of America at our option.

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ITEM 6. SELECTED FINANCIAL DATA

SELECTED CONSOLIDATED FINANCIAL DATA

You should read the following selected consolidated financial data along with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the accompanying notes, which are included in this Form 10-K. We derived the selected consolidated financial data from our audited consolidated financial statements.

	Year Ended September 30,				
	2011	2010	2009	2008	2007
	(in millions, except per share data)				
Consolidated Statement of Income Data:					
Revenue	$ 8,037	$ 6,546	$ 6,119	$ 5,195	$ 4,237
Cost of revenue	7,570	6,116	5,768	4,908	4,039
Gross profit	467	430	351	287	198
Equity in earnings of joint ventures	45	21	23	22	12
General and administrative expenses	91	110	87	70	54
Income from operations	421	341	287	239	156
Other income (expense)	3	10	2	(3)	
Interest (expense) income net	(40)	(10)	(11)	1	(3)
Income from continuing operations before income tax expense	384	341	278	237	153
Income tax expense	100	92	77	77	48
Income from continuing operations	284	249	201	160	105
Discontinued operations, net of tax			3	1	
Net income	284	249	204	161	105
Noncontrolling interests in income of consolidated subsidiaries, net of tax	(8)	(12)	(14)	(14)	(16)
Gain on the sale of equity investment					11
Net income attributable to AECOM	$ 276	$ 237	$ 190	$ 147	$ 100
Net income attributable to AECOM per share:					
Basic					
Continuing operations	$ 2.35	$ 2.07	$ 1.73	$ 1.44	$ 1.37
Discontinued operations			.03	.01	
	$ 2.35	$ 2.07	$ 1.76	$ 1.45	$ 1.37
Diluted					
Continuing operations	$ 2.33	$ 2.05	$ 1.70	$ 1.41	$ 1.15

Discontinued operations						.03				
	$	2.33	$	2.05	$	1.73	$	1.41	$	1.15
Weighted average shares outstanding:										
Basic		117		114		108		101		73
Diluted		118		115		110		104		88

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	Year Ended September 30,				
	2011	2010	2009	2008	2007
	(in millions, except employee data)				
Other Data:					
Depreciation and amortization	$ 110	$ 79	$ 84	$ 63	$ 45
Amortization expense of acquired intangible assets(1)	36	19	26	18	12
Capital expenditures	78	68	63	69	43
Contracted backlog	$ 8,881	$ 6,802	$ 5,356	$ 4,811	$ 3,043
Number of full-time and part-time employees	45,000	48,100	43,200	43,000	32,000

(1) Included in depreciation and amortization above.

	As of September 30,				
	2011	2010	2009	2008	2007
	(in millions)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents	$ 457	$ 613	$ 291	$ 197	$ 217
Working capital	1,176	1,094	658	664	598
Total assets	5,789	5,243	3,790	3,596	2,492
Long-term debt excluding current portion	1,145	915	142	366	39
AECOM Stockholders' equity	2,340	2,090	1,730	1,423	1,278

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our consolidated financial statements and the related notes included in this report. In addition to historical consolidated financial information, the following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. You should not place undue reliance on these forward-looking statements. Our actual results could differ materially. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this report, particularly in "Risk Factors."

Overview

We are a leading global provider of professional technical and management support services for commercial and government clients around the world. We provide our services in a broad range of end markets and strategic geographic markets through a global network of operating offices and approximately 45,000 employees.

Our business focuses primarily on providing fee-based professional technical and support services and therefore our business is labor and not capital intensive. We derive income from our ability to generate revenue and collect cash from our clients through the billing of our employees' time spent on client projects and our ability to manage our costs. We report our business through two segments: Professional Technical Services (PTS) and Management Support Services (MSS).

Our PTS segment delivers planning, consulting, architectural and engineering design, and program and construction management services to institutional, commercial and government clients worldwide in end markets such as transportation, facilities, environmental and energy markets. PTS revenue is primarily derived from fees from services that we provide, as opposed to pass-through fees from subcontractors and other direct costs. Our PTS segment contributed $6.9 billion, or 86% of our fiscal 2011 revenue.

Our MSS segment provides facilities management and maintenance, training, logistics, consulting, technical assistance and systems integration services, primarily for agencies of the U.S. government. MSS

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revenue typically includes a significant amount of pass-through fees from subcontractors and other direct costs. Our MSS segment contributed $1.1 billion, or 14% of our fiscal 2011 revenue.

Our revenue is dependent on our ability to attract and retain qualified and productive employees, identify business opportunities, integrate and maximize the value of our recent acquisitions, allocate our labor resources to profitable and high growth markets, secure new contracts and renew existing client agreements. Demand for our services is cyclical and may be vulnerable to sudden economic downturns and reductions in government and private industry spending, which may result in clients delaying, curtailing or canceling proposed and existing projects. Moreover, as a professional services company, maintaining the high quality of the work generated by our employees is integral to our revenue generation and profitability.

Our costs consist primarily of the compensation we pay to our employees, including salaries, fringe benefits, the costs of hiring subcontractors and other project-related expenses, and sales, general and administrative costs.

During the year ended September 30, 2011, we adopted a revised definition of revenue provided by acquired companies. We define revenue provided by acquired companies as revenue included in the current period up to twelve months subsequent to their acquisition date. We conformed the results of operations for the fiscal year ended September 30, 2010 compared to the fiscal year ended September 30, 2009 to this definition.

Update

As discussed in prior reports, due to the civil unrest in Libya in February 2011, we ceased providing services as the program manager for the Libya Housing and Infrastructure Board's program to modernize the country's infrastructure. We cannot currently determine when or if we will resume services. For further information regarding this matter, see the discussion in Note 19 in the notes to our consolidated financial statements and below in this Management's Discussion and Analysis section.

As previously announced, continued challenges in our Western European business, particularly in the United Kingdom, led us to restructure portions of this business in order to reduce our cost structure. The result of such actions negatively impacted our fourth quarter diluted earnings per share by approximately $0.07.

Acquisitions

One of our key strategies is to focus on acquisitions of companies that complement our range of services and/or expand our geographic presence.

The aggregate value of all consideration for our acquisitions consummated during the year ended September 30, 2011 was $453.3 million. Business acquisitions during the year ended September 30, 2011 included:

- Four separate global cost and project management consultancy firms that operated under the Davis Langdon name, including businesses in Europe and Middle East, Australia and New Zealand, Africa, and North America. Each of the four acquisitions were separately negotiated, executed by separate purchase agreements, each of which was not contingent upon any other acquisition, and the businesses, although operating as part of a Swiss Verein, under which they shared certain naming and marketing rights, were not under common control or management;

- RSW, Inc., an international engineering firm based in Montreal, Quebec, Canada; and

- Spectral Services Consultants Pte. Ltd. (Spectral), a building services consultancy in India.

The aggregate value of all consideration for our acquisitions consummated during the year ended September 30, 2010 was $768.0 million.

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All of our acquisitions have been accounted for as business combinations and the results of operations of the acquired companies have been included in our consolidated results since the dates of the acquisitions.

Components of Income and Expense

Our management analyzes the results of our operations using several financial measures not in accordance with generally accepted accounting principles (GAAP). A significant portion of our revenue relates to services provided by subcontractors and other non-employees that we categorize as other direct costs. Those costs are typically paid to service providers upon our receipt of payment from the client. We segregate other direct costs from revenue resulting in a measurement that we refer to as "revenue, net of other direct costs," which is a measure of work performed by AECOM employees. A large portion of our fees are derived through work performed by AECOM employees rather than other parties. We have included information on revenue, net of other direct costs, as we believe that it is useful to view our revenue exclusive of costs associated with external service providers, and the related gross margins, as discussed in "Results of Operations" below. Because of the importance of maintaining the high quality of work generated by our employees, gross margin is an important metric that we review in evaluating our operating performance.

The following table presents, for the periods indicated, a presentation of the non-GAAP financial measures reconciled to the closest GAAP measure:

	Year Ended September 30,				
	2011	2010	2009	2008	2007
			(in millions)		
Other Financial Data:					
Revenue	$ 8,037	$ 6,546	$ 6,119	$ 5,195	$ 4,237
Other direct costs(1)	2,856	2,340	2,300	1,905	1,832
Revenue, net of other direct costs(1)	5,181	4,206	3,819	3,290	2,405
Cost of revenue, net of other direct costs(1)	4,714	3,776	3,468	3,003	2,207
Gross profit	467	430	351	287	198
Equity in earnings of joint ventures	45	21	23	22	12
General and administrative expenses	91	110	87	70	54
Income from operations	$ 421	$ 341	$ 287	$ 239	$ 156
Reconciliation of Cost of Revenue:					
Other direct costs	$ 2,856	$ 2,340	$ 2,300	$ 1,905	$ 1,832
Cost of revenue, net of other direct costs	4,714	3,776	3,468	3,003	2,207
Cost of revenue	$ 7,570	$ 6,116	$ 5,768	$ 4,908	$ 4,039

(1) Non-GAAP measure

Revenue

We generate revenue primarily by providing professional technical and management support services for commercial and government clients around the world. Our revenue consists of both services provided by our employees and pass-through fees from subcontractors and other direct costs. We generally utilize a cost-to-cost approach in applying the percentage-of-completion method of revenue recognition. Under this approach, revenue is earned in proportion to total costs incurred, divided by total costs expected to be incurred.

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Other Direct Costs

In the course of providing our services, we routinely subcontract for services and incur other direct costs on behalf of our clients. These costs are passed through to our clients and, in accordance with industry practice and GAAP, are included in our revenue and cost of revenue. Since subcontractor services and other direct costs can change significantly from project to project and period to period, changes in revenue may not accurately reflect business trends.

Revenue, Net of Other Direct Costs

Our discussion and analysis of our financial condition and results of operations uses revenue, net of other direct costs as a point of reference. Revenue, net of other direct costs is a non-GAAP measure and may not be comparable to similarly titled items reported by other companies.

Cost of Revenue, Net of Other Direct Costs

Cost of revenue, net of other direct costs reflects the cost of our own personnel (including fringe benefits and overhead expense) associated with revenue, net of other direct costs.

Equity in Earnings of Joint Ventures

Equity in earnings of joint ventures includes our portion of fees charged by our unconsolidated joint ventures to clients for services performed by us and other joint venture partners along with earnings we receive from investments in unconsolidated joint ventures.

Amortization Expense of Acquired Intangible Assets

Included in our cost of revenue, net of other direct costs is amortization of acquired intangible assets. We have ascribed value to identifiable intangible assets other than goodwill in our purchase price allocations for companies we have acquired. These assets include, but are not limited, to backlog and customer relationships. To the extent we ascribe value to identifiable intangible assets that have finite lives, we amortize those values over the estimated useful lives of the assets. Such amortization expense, although non-cash in the period expensed, directly impacts our results of operations.

It is difficult to predict with any precision the amount of expense we may record relating to acquired intangible assets. As backlog is typically the shortest lived intangible asset in our business, we would expect to see higher amortization expense in the first 12 to 18 months (the typical backlog amortization period) after an acquisition has been consummated.

General and Administrative Expenses

General and administrative expenses include corporate overhead expenses, including personnel, occupancy, and administrative expenses.

Income Tax Expense

Income tax expense varies as a function of income before income tax expense and permanent non-tax deductible expenses. As a global enterprise, our tax rates are affected by many factors, including our worldwide mix of earnings, the extent to which those earnings are indefinitely reinvested outside of the United States, our acquisition strategy and changes to existing tax legislation. Our tax returns are routinely audited and settlements of issues raised in these audits sometimes affect our tax provisions.

Critical Accounting Policies

Our financial statements are presented in accordance with GAAP. Highlighted below are the accounting policies that management considers significant to understanding the operations of our business.

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Revenue Recognition

We generally utilize a cost-to-cost approach in applying the percentage-of-completion method of revenue recognition, under which revenue is earned in proportion to total costs incurred, divided by total costs expected to be incurred. Recognition of revenue and profit under this method is dependent upon a number of factors, including the accuracy of a variety of estimates, including engineering progress, material quantities, the achievement of milestones, penalty provisions, labor productivity and cost estimates. Due to uncertainties inherent in the estimation process, it is possible that actual completion costs may vary from estimates. If estimated total costs on contracts indicate a loss, we recognize that estimated loss in the period the estimated loss first becomes known.

Claims Recognition

Claims are amounts in excess of the agreed contract price (or amounts not included in the original contract price) that we seek to collect from customers or others for delays, errors in specifications and designs, contract terminations, change orders in dispute or unapproved as to both scope and price or other causes of unanticipated additional costs. We record contract revenue related to claims only if it is probable that the claim will result in additional contract revenue and if the amount can be reliably estimated. In such cases, we record revenue only to the extent that contract costs relating to the claim have been incurred. The amounts recorded, if material, are disclosed in the notes to the financial statements. Costs attributable to claims are treated as costs of contract performance as incurred.

Government Contract Matters

Our federal government and certain state and local agency contracts are subject to, among other regulations, regulations issued under the Federal Acquisition Regulations (FAR). These regulations can limit the recovery of certain specified indirect costs on contracts and subject us to ongoing multiple audits by government agencies such as the Defense Contract Audit Agency (DCAA). In addition, most of our federal and state and local contracts are subject to termination at the discretion of the client.

Audits by the DCAA and other agencies consist of reviews our overhead rates, operating systems and cost proposals to ensure that we account for such costs in accordance with the Cost Accounting Standards of the FAR (CAS). If the DCAA determines we have not accounted for such costs consistent with CAS, the DCAA may disallow these costs. There can be no assurance that audits by the DCAA or other governmental agencies will not result in material cost disallowances in the future.

Allowance for Doubtful Accounts

We record accounts receivable net of an allowance for doubtful accounts. This allowance for doubtful accounts is estimated based on management's evaluation of the contracts involved and the financial condition of its clients. The factors we consider in our contract evaluations include, but are not limited to:

- Client type federal or state and local government or commercial client;
- Historical contract performance;
- Historical collection and delinquency trends;
- Client credit worthiness; and
- General economic conditions.

Unbilled Accounts Receivable and Billings in Excess of Costs on Uncompleted Contracts

Unbilled accounts receivable represents the contract revenue recognized but not yet billed pursuant to contract terms or accounts billed after the period end.

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Billings in excess of costs on uncompleted contracts represent the billings to date, as allowed under the terms of a contract, but not yet recognized as contract revenue using the percentage-of-completion accounting method.

Investments in Unconsolidated Joint Ventures

We have noncontrolling interests in joint ventures accounted for under the equity method. Fees received for and the associated costs of services performed by us and billed to joint ventures with respect to work done by us for third-party customers are recorded as our revenues and costs in the period in which such services are rendered. In certain joint ventures, a fee is added to the respective billings from both ourselves and the other joint venture partners on the amounts billed to the third-party customers. These fees result in earnings to the joint venture and are split with each of the joint venture partners and paid to the joint venture partners upon collection from the third-party customer. We record our allocated share of these fees as equity in earnings of joint ventures.

Income Taxes

Valuation Allowance. Deferred income taxes are provided on the liability method whereby deferred tax assets and liabilities are established for the difference between the financial reporting and income tax basis of assets and liabilities, as well as operating loss and tax credit carry forwards. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment of such changes to laws and rates.

Deferred tax assets are reduced by a valuation allowance when, in our opinion, it is more likely than not that some portion or all of the deferred tax assets may not be realized. Whether a deferred tax asset may be realized requires considerable judgment by us. In considering the need for a valuation allowance, we consider a number of factors including the future reversal of existing temporary differences, future taxable income exclusive of reversing temporary differences and carry forwards, taxable income in carry-back years if carry-back is permitted under tax law, and prudent and feasible tax planning strategies that would normally be taken by management, in the absence of the desire to realize the deferred tax asset. Whether a deferred tax asset will ultimately be realized is also dependent on varying factors, including, but not limited to, changes in tax laws and audits by tax jurisdictions in which we operate.

We review the need for a valuation allowance at least quarterly. If we determine we will not realize all or part of our deferred tax asset in the future, we will record an additional valuation allowance. Conversely, if a valuation allowance exists and we determine that the ultimate realizability of all or part of the net deferred tax asset is more likely than not to be realized, then the amount of the valuation allowance will be reduced. This adjustment will increase or decrease income tax expense in the period of such determination.

Undistributed Non-U.S. Earnings. The results of our operations outside of the United States are consolidated for financial reporting; however, earnings from investments in non-U.S. operations are included in domestic U.S. taxable income only when actually or constructively received. No deferred taxes have been provided on the undistributed pre-tax earnings of non-U.S. operations of approximately $600.8 million because we plan to permanently reinvest these earnings overseas. If we were to repatriate these earnings, additional taxes would be due at that time.

Goodwill and Acquired Intangible Assets

Goodwill represents the excess amounts paid over the fair value of net assets acquired an acquisition. In order to determine the amount of goodwill resulting from an acquisition, we perform an assessment to determine the value of the acquired company's tangible and identifiable intangible assets and liabilities. In our assessment, we determine whether identifiable intangible assets exist, which typically include backlog and customer relationships.

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We test goodwill for impairment at least annually for each reporting unit. We have multiple reporting units. A reporting unit is defined as an operating segment or one level below an operating segment. Our impairment tests are performed at the operating segment level as they represent our reporting units. See also Note 20 in the notes to our consolidated financial statements.

The impairment test is a two-step process. During the first step, we estimate the fair value of the reporting unit and compare that amount to the carrying value of that reporting unit. In the event the fair value of the reporting unit is determined to be less than the carrying value, a second step is required. The second step requires us to perform a hypothetical purchase allocation for that reporting unit and to compare the resulting current implied fair value of the goodwill to the current carrying value of the goodwill for that reporting unit. In the event that the current implied fair value of the goodwill is less than the carrying value, an impairment charge is recognized.

During the fourth quarter of fiscal 2011, we conducted our annual impairment test. As a result of the impairment analysis, we determined that goodwill was not impaired for the year ended September 30, 2011. The impairment evaluation process is based on income and market approaches that utilize discounted cash flows to determine the fair values of reporting units. Material assumptions used in the impairment analysis included the weighted average cost of capital (WACC) percent and terminal growth rates. For example, a 1% increase in the WACC rate represents a $400 million change to the fair value of our reporting units. A 1% decrease in the terminal growth rate represents a $300 million change to the fair value of our reporting units. Neither of these changes individually would have resulted in the conclusion that goodwill was impaired at September 30, 2011.

Pension Plans

A number of assumptions are necessary to determine our pension liabilities and net periodic costs. These liabilities and net periodic costs are sensitive to changes in those assumptions. The assumptions include discount rates, long-term rates of return on plan assets and inflation levels limited to the United Kingdom and are generally determined based on the current economic environment in each host country at the end of each respective annual reporting period. We evaluate the funded status of each of our retirement plans using these current assumptions and determine the appropriate funding level considering applicable regulatory requirements, tax deductibility, reporting considerations and other factors. Based upon current assumptions, we expect to contribute $16.3 million to our international plans in fiscal 2012. We do not have a required minimum contribution for our U.S. plans; however, we may make additional discretionary contributions. We currently expect to contribute $13.8 million to our U.S. plans in fiscal 2012. If the discount rate was reduced by 25 basis points, plan liabilities would increase by approximately $26.9 million. If the discount rate and return on plan assets were reduced by 25 basis points, plan expense would increase by approximately $0.3 million and $1.4 million, respectively. If inflation increased by 25 basis points, plan liabilities in the United Kingdom would increase by approximately $14.6 million and plan expense would increase by approximately $1.0 million.

At each measurement date, all assumptions are reviewed and adjusted as appropriate. With respect to establishing the return on assets assumption, we consider the long term capital market expectations for each asset class held as an investment by the various pension plans. In addition to expected returns for each asset class, we take into account standard deviation of returns and correlation between asset classes. This is necessary in order to generate a distribution of possible returns which reflects diversification of assets. Based on this information, a distribution of possible returns is generated based on the plan's target asset allocation.

Capital market expectations for determining the long term rate of return on assets are based on forward-looking assumptions which reflect a 20-year view of the capital markets. In establishing those capital market assumptions and expectations, we rely on the assistance of our actuary and our investment consultant. We and the Trustees review whether changes to the various plans' target asset allocations are

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appropriate. A change in the plans' target asset allocations would likely result in a change in the expected return on asset assumptions. In assessing a plan's asset allocation strategy, we and the Trustees consider factors such as the structure of the plan's liabilities, the plan's funded status, and the impact of the asset allocation to the volatility of the plan's funded status, so that the overall risk level resulting from our defined benefit plans is appropriate within our risk management strategy.

Between September 30, 2010 and September 30, 2011, the aggregate worldwide pension deficit grew from $164.2 million to an estimated $166.5 million. This increase in unfunded liabilities is primarily driven by the decrease in U.S. discount rates. Although funding rules are subject to local laws and regulations and vary by location, we expect to reduce this deficit over a period of 7 to 10 years. If the various plans do not experience future investment gains to reduce this shortfall, the deficit will be reduced by additional contributions.

Accrued Professional Liability Costs

We carry professional liability insurance policies or self-insure for our initial layer of professional liability claims under our professional liability insurance policies and for a deductible for each claim even after exceeding the self-insured retention. We accrue for our portion of the estimated ultimate liability for the estimated potential incurred losses. We establish our estimate of loss for each potential claim in consultation with legal counsel handling the specific matters and based on historic trends taking into account recent events. We also use an outside actuarial firm to assist us in estimating our future claims exposure. It is possible that our estimate of loss may be revised based on the actual or revised estimate of liability of the claims.

Foreign Currency Translation

Our functional currency is the U.S. dollar. Results of operations for foreign entities are translated to U.S. dollars using the average exchange rates during the period. Assets and liabilities for foreign entities are translated using the exchange rates in effect as of the date of the balance sheet. Resulting translation adjustments are recorded as a foreign currency translation adjustment into other accumulated comprehensive income/(loss) in stockholders' equity.

We use forward exchange contracts from time to time to mitigate foreign currency risk. We limit exposure to foreign currency fluctuations in most of our contracts through provisions that require client payments in currencies corresponding to the currency in which costs are incurred. As a result of this natural hedge, we generally do not need to hedge foreign currency cash flows for contract work performed. The functional currency of all significant foreign operations is the respective local currency.

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Fiscal year ended September 30, 2011 compared to the fiscal year ended September 30, 2010

Consolidated Results

	Fiscal Year Ended		Change	
	September 30, 2011	September 30, 2010	$	%
	($ in millions)			
Revenue	$ 8,037.4	$ 6,545.8	$ 1,491.6	22.8%
Other direct costs	2,856.6	2,340.0	516.6	22.1
Revenue, net of other direct costs	5,180.8	4,205.8	975.0	23.2
Cost of revenue, net of other direct costs	4,714.1	3,775.5	938.6	24.9
Gross profit	466.7	430.3	36.4	8.5
Equity in earnings of joint ventures	44.8	21.0	23.8	113.3
General and administrative expense	90.3	110.5	(20.2)	(18.3)
Income from operations	421.2	340.8	80.4	23.6
Other (expense) income	3.4	10.2	(6.8)	(66.7)
Interest (expense) income net	(40.4)	(9.9)	(30.5)	308.1
Income from continuing operations before income tax expense	384.2	341.1	43.1	12.6
Income tax expense	100.1	91.7	8.4	9.2
Income from continuing operations	284.1	249.4	34.7	13.9
Discontinued operations, net of tax		(0.1)	0.1	(100.0)
Net income	284.1	249.3	34.8	14.0
Noncontrolling interests in income of consolidated subsidiaries, net of tax	(8.3)	(12.4)	4.1	(33.1)
Net income attributable to AECOM	$ 275.8	$ 236.9	$ 38.9	16.4%

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The following table presents the percentage relationship of certain items to revenue, net of other direct costs:

	Fiscal Year Ended	
	September 30, 2011	September 30, 2010
Revenue, net of other direct costs	100.0%	100.0%
Cost of revenue, net of other direct costs	91.0	89.8
Gross margin	9.0	10.2
Equity in earnings of joint ventures	0.9	0.5
General and administrative expense	1.8	2.6
Income from operations	8.1	8.1
Other income (expense)	0.1	0.2
Interest (expense) income net	(0.8)	(0.2)
Income from continuing operations before income tax expense	7.4	8.1
Income tax expense	1.9	2.2
Income from continuing operations	5.5	5.9
Discontinued operations, net of tax		
Net income	5.5	5.9
Noncontrolling interests in income of consolidated subsidiaries, net of tax	(0.2)	(0.3)
Net income attributable to AECOM	5.3%	5.6%

Revenue

Our revenue for the year ended September 30, 2011 increased $1.5 billion, or 22.8%, to $8.0 billion as compared to $6.5 billion for the prior year. Excluding revenue provided by acquired companies, revenue decreased $119.9 million, or 1.8%, from the year ended September 30, 2010.

The decrease in revenue, excluding acquired companies, for the year ended September 30, 2011 was primarily attributable to reductions in services for clients in Libya, United States, Europe, and Canada of approximately $90 million, $40 million, $40 million, and $30 million, respectively, and a $297 million decrease in our MSS segment primarily due to the completion of the project with the U.S. government noted below in the segment information. These decreases were partially offset by increased demand for our engineering program management services on infrastructure projects in Australia and Asia of approximately $150 million and $65 million, respectively, and approximately $155 million in increased revenue attributable to stronger foreign currencies (primarily the Australian and Canadian dollars).

Revenue, Net of Other Direct Costs

Our revenue, net of other direct costs for the year ended September 30, 2011 increased $975.0 million, or 23.2%, to $5.2 billion as compared to $4.2 billion for the prior year. Excluding revenue, net of other direct costs provided by acquired companies, revenue, net of other direct costs increased $201.2 million, or 4.8%, over the year ended September 30, 2010.

The increase in revenue, net of other direct costs, excluding acquired companies, for the year ended September 30, 2011 was primarily attributable to increased demand for our engineering and program management services on infrastructure projects in Australia, and Asia of approximately $115 million, and $55 million, respectively, and approximately $125 million in increased revenue, net of other direct costs, attributable to stronger foreign currencies (primarily the Australian and Canadian dollars). Additionally, we experienced an increase of $51 million in our MSS segment. These increases were partially offset by reductions in services for clients in Libya, the United States, and Europe of $55 million, $50 million, and $35 million, respectively.

Gross Profit

Our gross profit for the year ended September 30, 2011 increased $36.4 million, or 8.5%, to $466.7 million, as compared to $430.3 million in the prior year. Excluding gross profit provided by acquired companies, gross profit decreased $11.6 million, or 2.7%, from the year ended September 30, 2010. For the year ended September 30, 2011, gross profit, as a percentage of revenue, net of other direct costs, decreased to 9.0% from 10.2% in the year ended September 30, 2010.

The increase in gross profit for the year ended September 30, 2011 was primarily due to increases in revenue, net of other direct costs, pension curtailment gains in our PTS segment of $4.2 million, and gross profit provided by our MSS segment, partially offset by the cessation of service provided under the Libyan Housing and Infrastructure Board project, as discussed in Note 19 in the notes to our consolidated financial statements and the segment sections below. Additionally, challenges in our Western European business, particularly in the United Kingdom, led us to restructure certain portions of this business in order to reduce our cost structure, including facility exit and employee severance costs. The result of such actions resulted in expenses of $12 million during the three months ended September 30, 2011.

Equity in Earnings of Joint Ventures

Our equity in earnings of joint ventures for the year ended September 30, 2011 increased $23.8 million, or 113%, to $44.8 million as compared to $21.0 million in the prior year. Excluding acquired companies, equity in earnings of joint ventures increased $9.5 million.

The increase, excluding acquired companies, was primarily due to increased activity in a joint venture that provides service to the U.S. Navy.

General and Administrative Expenses

Our general and administrative expenses for the year ended September 30, 2011 decreased $20.2 million, or 18.3%, to $90.3 million as compared to $110.5 million for the prior year. For the year ended September 30, 2011, general and administrative expenses, as a percentage of revenue, net of other direct costs was 1.8% as compared to 2.6% in the prior year.

The decrease in general and administrative expenses was primarily attributable to reduced expenses related to employee compensation and acquisitions.

Other Income / Expense

Our other income for the year ended September 30, 2011 was $3.4 million as compared to other income of $10.2 million for the year ended September 30, 2010.

Other income is primarily comprised of net gains and losses on investments we hold related to a deferred compensation plan, which was terminated in December 2010, as discussed in Note 16 in the notes to our consolidated financial statements. The decrease was primarily due to this termination.

Interest Income / Expense Net

Our net interest expense for the year ended September 30, 2011 was $40.4 million as compared to $9.9 million for the year ended September 30, 2010.

The increase in interest expense primarily relates to increased borrowings associated with the funding of acquisitions.

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Income Tax Expense

Our income tax expense for the year ended September 30, 2011 increased $8.4 million to $100.1 million as compared to $91.7 million for the year ended September 30, 2010. The effective tax rate was 26.1% and 26.9% for the years ended September 30, 2011 and 2010, respectively.

During the fiscal year ended September 30, 2011, our effective tax rate was favorably impacted by lower tax rates applied to foreign earnings and a one-time benefit from the retroactive extension of the U.S. federal research credit during the year. During the fiscal year ended September 30, 2010, our effective tax rate was decreased due to a remeasurement of existing uncertain tax positions for effectively settled audit issues related to fiscal years ended September 30, 2007 and September 30, 2006.

Net Income Attributable to AECOM

The factors described above resulted in net income attributable to AECOM of $275.8 million for the year ended September 30, 2011, as compared to $236.9 million for the year ended September 30, 2010.

Results of Operations by Reportable Segment

Professional Technical Services

	Fiscal Year Ended		Change	
	September 30, 2011	September 30, 2010	$	%
		($ in millions)		
Revenue	$ 6,877.1	$ 5,393.7	$ 1,483.4	27.5%
Other direct costs	2,264.9	1,554.4	710.5	45.7
Revenue, net of other direct costs	4,612.2	3,839.3	772.9	20.1
Cost of revenue, net of other direct costs	4,194.5	3,449.5	745.0	21.6
Gross profit	$ 417.7	$ 389.8	$ 27.9	7.2%

The following table presents the percentage relationship of certain items to revenue, net of other direct costs:

	Fiscal Year Ended	
	September 30, 2011	September 30, 2010
Revenue, net of other direct costs	100.0%	100.0%
Cost of revenue, net of other direct costs	90.9	89.8
Gross profit	9.1%	10.2%

Revenue

Revenue for our PTS segment for the year ended September 30, 2011 increased $1.5 billion, or 27.5%, to $6.9 billion as compared to $5.4 billion for the prior year. Excluding revenue provided by acquired companies, revenue increased $177.4 million, or 3.3%, over the year ended September 30, 2010.

The increase in revenue, excluding acquired companies, for the year ended September 30, 2011 was primarily attributable to increased demand for our engineering and program management services on infrastructure projects in Australia, and Asia of approximately $150 million, and $65 million, respectively, and approximately $155 million in increased revenue attributable to stronger foreign currencies (primarily the Australian and Canadian dollars). These increases were partially offset by reductions in services for clients in Libya, the United States, Europe and Canada of $90 million, $40 million, $40 million and $30 million, respectively.

Revenue, Net of Other Direct Costs

Revenue, net of other direct costs for our PTS segment for the year ended September 30, 2011 increased $772.9 million, or 20.1%, to $4.6 billion as compared to $3.8 billion for the prior year. Excluding revenue, net of other direct costs provided by acquired companies, revenue, net of other direct costs, increased $150.7 million, or 3.9%, over the year ended September 30, 2010.

The increase in revenue, net of other direct costs, excluding acquired companies, for the year ended September 30, 2011 was primarily attributable to increased demand for our engineering and program management services on infrastructure projects in Australia and Asia of approximately $115 million and $55 million, respectively, and approximately $125 million in increased revenue, net of other direct costs, attributable to stronger foreign currencies (primarily the Australian and Canadian dollars). These increases were partially offset by reductions in services in Libya, the United States and Europe of $55 million, $50 million and $35 million, respectively.

Gross Profit

Gross profit for our PTS segment for the year ended September 30, 2011 increased $27.9 million, or 7.2%, to $417.7 million as compared to $389.8 million for the prior year. Excluding gross profit provided by acquired companies, gross profit decreased $5.3 million, or 1.4%. As a percentage of revenue, net of other direct costs, gross profit decreased to 9.1% of revenue, net of other direct costs, for the year ended September 30, 2011 from 10.2% in the prior year.

The increase in gross profit for the year ended September 30, 2011 was primarily attributable to the increase in revenue, net of other direct costs, pension curtailment gains of $4.2 million, and stronger foreign currencies (primarily the Australian and Canadian dollars) of $10 million, partially offset by a $24.5 million reduction resulting from the Libyan project. Additionally, challenges in our Western European business, particularly in the United Kingdom, led us to restructure certain portions of this business in order to reduce our cost structure, including facility exit and employee severance costs. The result of such actions resulted in expenses of $12 million during the fourth quarter ended September 30, 2011.

Management Support Services

	Fiscal Year Ended		Change	
	September 30, 2011	September 30, 2010	$	%
	($ in millions)			
Revenue	$ 1,160.3	$ 1,152.1	$ 8.2	0.7%
Other direct costs	591.7	785.6	(193.9)	(24.7)
Revenue, net of other direct costs	568.6	366.5	202.1	55.1
Cost of revenue, net of other direct costs	519.6	326.0	193.6	59.4
Gross profit	$ 49.0	$ 40.5	$ 8.5	21.0%

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The following table presents the percentage relationship of certain items to revenue, net of other direct costs:

	Fiscal Year Ended	
	September 30, 2011	September 30, 2010
Revenue, net of other direct costs	100.0%	100.0%
Cost of revenue, net of other direct costs	91.4	88.9
Gross profit	8.6%	11.1%

Revenue

Revenue for our MSS segment for the year ended September 30, 2011 increased $8.2 million, or 0.7%, to $1.2 billion as compared to $1.2 billion for the prior year. Excluding revenue provided by acquired companies, revenue decreased $297.3 million, or 25.8%, over the year ended September 30, 2010.

The decrease in revenue, excluding revenue provided by acquired companies, for the year ended September 30, 2011 was primarily attributable to $355 million in decreased activity from our Combat Support project with the U.S. government in the Middle East, which was completed in February 2011.

Revenue, Net of Other Direct Costs

Revenue, net of other direct costs for our MSS segment for the year ended September 30, 2011 increased $202.1 million, or 55.1%, to $568.6 million as compared to $366.5 million for the prior year. Excluding revenue, net of other direct costs provided by acquired companies, revenue, net of other direct costs, increased $50.5 million, or 13.8%, over the year ended September 30, 2010.

The increase in revenue, net of other direct costs, excluding acquired companies, for the year ended September 30, 2011 was primarily attributable to increased activity of self-performed work for our global maintenance and support services for the United States Army and various projects with United States security and intelligence agencies.

Gross Profit

Gross profit for our MSS segment for the year ended September 30, 2011 increased $8.5 million, or 21.0%, to $49.0 million as compared to $40.5 million for the prior year. Excluding gross profit provided by acquired companies, gross profit decreased $6.3 million, or 15.6%. As a percentage of revenue, net of other direct costs, gross profit decreased to 8.6% in the year ended September 30, 2011 from 11.1% in the prior year.

The decrease in gross profit, excluding acquired companies, for the year ended September 30, 2011 was primarily attributable to decreased activity from our Combat Support project with the U.S. government in the Middle East, which was completed in February 2011.

The decrease in gross profit, as a percentage of revenue, net of other direct costs for the year ended September 30, 2011 was primarily due to decreased activity from our Combat Support project and a depot maintenance project for the United States Army.

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Fiscal year ended September 30, 2010 compared to the fiscal year ended September 30, 2009

Consolidated Results

	Fiscal Year Ended		Change	
	September 30, 2010	September 30, 2009	$	%
	($ in millions)			
Revenue	$ 6,545.8	$ 6,119.5	$ 426.3	7.0%
Other direct costs	2,340.0	2,300.5	39.5	1.7
Revenue, net of other direct costs	4,205.8	3,819.0	386.8	10.1
Cost of revenue, net of other direct costs	3,775.5	3,467.8	307.7	8.9
Gross profit	430.3	351.2	79.1	22.5
Equity in earnings of joint ventures	21.0	22.6	(1.6)	(7.1)
General and administrative expense	110.5	86.9	23.6	27.2
Income from operations	340.8	286.9	53.9	18.8
Other (expense) income	10.2	1.7	8.5	*
Interest (expense) income net	(9.9)	(10.7)	0.8	(7.5)
Income from continuing operations before income tax expense	341.1	277.9	63.2	22.7
Income tax expense	91.7	77.0	14.7	19.1
Income from continuing operations	249.4	200.9	48.5	24.1
Discontinued operations, net of tax	(0.1)	3.0	(3.1)	*
Net income	249.3	203.9	45.4	22.3
Noncontrolling interests in income of consolidated subsidiaries, net of tax	(12.4)	(14.2)	1.8	(12.7)
Net income attributable to AECOM	$ 236.9	$ 189.7	$ 47.2	24.9%

* Not meaningful

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The following table presents the percentage relationship of certain items to revenue, net of other direct costs:

	Fiscal Year Ended September 30, 2010	September 30, 2009
Revenue, net of other direct costs	100.0%	100.0%
Cost of revenue, net of other direct costs	89.8	90.8
Gross margin	10.2	9.2
Equity in earnings of joint ventures	0.5	0.6
General and administrative expense	2.6	2.3
Income from operations	8.1	7.5
Other income (expense)	0.2	
Interest (expense) income net	(0.2)	(0.2)
Income from continuing operations before income tax expense	8.1	7.3
Income tax expense	2.2	2.0
Income from continuing operations	5.9	5.3
Discontinued operations, net of tax		0.1
Net income	5.9	5.4
Noncontrolling interests in income of consolidated subsidiaries, net of tax	(0.3)	(0.4)
Net income attributable to AECOM	5.6%	5.0%

Revenue

Our revenue for the year ended September 30, 2010 increased $426.3 million, or 7.0%, to $6.5 billion as compared to $6.1 billion for the year ended September 30, 2009. Excluding acquired companies, revenue decreased $50.0 million, or 0.8%, from the year ended September 30, 2009.

The decrease in revenue, excluding acquired companies, for the year ended September 30, 2010 was primarily attributable to the decreased demand for our engineering and program management services on infrastructure projects in the United States and a $29 million decrease in revenue from our MSS segment, excluding acquired companies, partially offset by stronger foreign currencies (primarily the Australian dollar and Canadian dollar) of approximately $200 million.

Revenue, Net of Other Direct Costs

Our revenue, net of other direct costs for the year ended September 30, 2010 increased $386.8 million, or 10.1%, to $4.2 billion as compared to $3.8 billion for the year ended September 30, 2009. Excluding revenue, net of other direct costs provided by acquired companies, revenue, net of other direct costs increased $136.5 million, or 3.6%, over the year ended September 30, 2009.

The increase in revenue, net of other direct costs, excluding revenue, net of other direct costs provided by acquired companies, was primarily due to a greater portion of work performed by our employees than in the prior period.

Gross Profit

Our gross profit for the year ended September 30, 2010 increased $79.1 million, or 22.5%, to $430.3 million, as compared to $351.2 million in the year ended September 30, 2009. Excluding gross profit

provided by acquired companies, gross profit increased $57.8 million, or 16.5%, from the year ended September 30, 2009. For the year ended September 30, 2010, gross profit, as a percentage of revenue, net of other direct costs, increased to 10.2% from 9.2% in the year ended September 30, 2009.

The increase in gross profit, excluding acquired companies, and gross profit, as a percentage of revenue, net of other direct costs, were primarily attributable to the benefits realized from our continuing cost efficiency initiatives and the integration of our acquisitions, partially offset by lower margins in our MSS segment as described below. The increase in gross profit was also partially due to favorable changes in foreign exchange rates.

Equity in Earnings of Joint Ventures

Our equity in earnings of joint ventures for the year ended September 30, 2010 decreased $1.6 million, or 7.1%, to $21.0 million as compared to $22.6 million in the year ended September 30, 2009.

The decrease for the year ended September 30, 2010 was primarily attributable to decreased volume in a joint venture providing engineering and design services at an airport in the United Arab Emirates and the acquisition of a controlling interest in a joint venture that was previously accounted for under the equity method, partially offset by an increase in task orders on a joint venture for the United States Navy.

General and Administrative Expenses

Our general and administrative expenses for the year ended September 30, 2010 increased $23.6 million, or 27.2%, to $110.5 million as compared to $86.9 million for the year ended September 30, 2009. For the year ended September 30, 2010, general and administrative expenses, as a percentage of revenue, net of other direct costs was 2.6% as compared to 2.3% in the year ended September 30, 2009.

The increase in general and administrative expenses was primarily attributable to costs associated with staffing and other expenses associated with the growth in our business. These expenses include merger and acquisition related transaction costs of approximately $9.0 million that were expensed as incurred due to the adoption of Accounting Standards Codification (ASC) 805-10, "*Business Combinations*" for all acquisitions consummated on or after October 1, 2009 and continued investments to support our strategic initiatives, such as the launch of our branding campaign.

Other Income / Expense

Our other income for the year ended September 30, 2010 was $10.2 million as compared to other income of $1.7 million for the year ended September 30, 2009.

Other income is primarily comprised of net gains and losses on investments we hold to offset our exposure related to employees' investments in a deferred compensation plan. The increase in other income was primarily due to the net gains associated with these investments.

Interest Income / Expense   Net

Our net interest expense for the year ended September 30, 2010 was $9.9 million as compared to $10.7 million for the year ended September 30, 2009.

Interest expense primarily relates to borrowings associated with the funding of acquisitions. The decrease was primarily due to lower interest rates.

Income Tax Expense

Our income tax expense for the year ended September 30, 2010 increased $14.7 million to $91.7 million as compared to $77.0 million for the year ended September 30, 2009. The effective tax rate was 26.9% and 27.7% for the years ended September 30, 2010 and 2009, respectively.

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The decrease in effective tax rate is due to a reduction in our foreign tax rate and a reduction in the valuation allowance related to the future use of foreign losses but was partially offset by remeasurement of existing uncertain tax positions for effectively settled audit issues related to fiscal years ended September 30, 2007 and September 30, 2006 and a lower proportional U.S. income tax credit claim (the Research and Experimentation credit provision expired on December 31, 2009).

Net Income Attributable to AECOM

The factors described above resulted in net income attributable to AECOM of $236.9 million for the year ended September 30, 2010, as compared to $189.7 million for the year ended September 30, 2009.

Results of Operations by Reportable Segment

Professional Technical Services

	Fiscal Year Ended September 30, 2010	Fiscal Year Ended September 30, 2009	Change $	Change %
	($ in millions)			
Revenue	$ 5,393.7	$ 5,057.7	$ 336.0	6.6%
Other direct costs	1,554.4	1,492.2	62.2	4.2
Revenue, net of other direct costs	3,839.3	3,565.5	273.8	7.7
Cost of revenue, net of other direct costs	3,449.5	3,252.6	196.9	6.1
Gross profit	$ 389.8	$ 312.9	$ 76.9	24.6%

The following table presents the percentage relationship of certain items to revenue, net of other direct costs:

	Fiscal Year Ended September 30, 2010	Fiscal Year Ended September 30, 2009
Revenue, net of other direct costs	100.0%	100.0%
Cost of revenue, net of other direct costs	89.8	91.2
Gross profit	10.2%	8.8%

Revenue

Revenue for our PTS segment for the year ended September 30, 2010 increased $336.0 million, or 6.6%, to $5.4 billion as compared to $5.1 billion for the year ended September 30, 2009. Excluding revenue provided by acquired companies, revenue decreased $21.1 million, or 0.4%, over the year ended September 30, 2009.

The decrease in revenue, excluding acquired companies, for the year ended September 30, 2010 was primarily attributable to decreased demand for our engineering and program management services on infrastructure projects in the United States, partially offset by stronger foreign currencies (primarily the Australian dollar and Canadian dollar) of approximately $200 million.

Revenue, Net of Other Direct Costs

Revenue, net of other direct costs for our PTS segment for the year ended September 30, 2010 increased $273.8 million, or 7.7%, to $3.8 billion as compared to $3.6 billion for the year ended September 30, 2009. Excluding revenue, net of other direct costs provided by acquired companies, revenue, net of other direct costs, increased $97.2 million, or 2.7%, over the year ended September 30, 2009.

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The increase in revenue, net of other direct costs, excluding revenue net of other direct costs provided by acquired companies for the year ended September 30, 2010 was primarily due to a greater portion of work performed by our employees than in the prior period.

Gross Profit

Gross profit for our PTS segment for the year ended September 30, 2010 increased $76.9 million, or 24.6%, to $389.8 million as compared to $312.9 million for the year ended September 30, 2009. Excluding gross profit provided by acquired companies, gross profit increased $59.1 million, or 18.9%. As a percentage of revenue, net of other direct costs, gross profit increased to 10.2% of revenue, net of other direct costs, for the year ended September 30, 2010 from 8.8% in the year ended September 30, 2009.

The increase in gross profit, excluding acquired companies, and gross profit, as a percentage of revenue, net of other direct costs, was primarily attributable to the benefits realized from our continuing cost efficiency initiatives including the integration of our acquisitions and improved project performance, partially offset by a decline in demand for our services in the United Kingdom due to unfavorable general economic conditions. The increase in gross profit was also due to favorable changes in foreign exchange rates.

Management Support Services

	Fiscal Year Ended		Change	
	September 30, 2010	September 30, 2009	$	%
	($ in millions)			
Revenue	$ 1,152.1	$ 1,061.8	$ 90.3	8.5%
Other direct costs	785.6	808.3	(22.7)	(2.8)
Revenue, net of other direct costs	366.5	253.5	113.0	44.6
Cost of revenue, net of other direct costs	326.0	215.2	110.8	51.5
Gross profit	$ 40.5	$ 38.3	$ 2.2	5.7%

The following table presents the percentage relationship of certain items to revenue, net of other direct costs:

	Fiscal Year Ended	
	September 30, 2010	September 30, 2009
Revenue, net of other direct costs	100.0%	100.0%
Cost of revenue, net of other direct costs	88.9	84.9
Gross profit	11.1%	15.1%

Revenue

Revenue for our MSS segment for the year ended September 30, 2010 increased $90.3 million, or 8.5%, to $1.2 billion as compared to $1.1 billion for the year ended September 30, 2009. Excluding revenue provided by acquired companies, revenue decreased $28.9 million, or 2.7%, over the year ended September 30, 2009.

The decrease in revenue for the year ended September 30, 2010, excluding acquired companies, was primarily attributable to lower activity on our Combat Support project for the United States military in the Middle East, a decrease in subcontract costs associated with our global maintenance and supply services projects for the United States Army in the Middle East, including Afghanistan, completion in the third quarter of fiscal 2009 of a base operations contract at a military facility in the United States and decreased

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activity on a depot maintenance project for the United States Army. Decreased revenue of approximately $125.0 million from these projects was partially offset by new task orders on our Contract Field Teams project with the United States Air Force and the consolidation of a joint venture that was previously accounted for under the equity method.

Revenue, Net of Other Direct Costs

Revenue, net of other direct costs for our MSS segment for the year ended September 30, 2010 increased $113.0 million, or 44.6%, to $366.5 million as compared to $253.5 million for the year ended September 30, 2009. Excluding revenue, net of other direct costs provided by acquired companies, revenue, net of other direct costs, increased $39.3 million, or 15.5%, over the year ended September 30, 2009.

The increase in revenue, net of other direct costs, excluding acquired companies, for the year ended September 30, 2010 was primarily attributable to an increase in our services resulting from task orders received on our Contract Field Teams project, which has a significantly greater portion of work performed directly by our employees as compared to other projects in the MSS segment, and increased activity of self-performed work for our global maintenance and support services for the United States Army. Revenue growth from these projects was approximately $75.0 million. The increase was partially offset by declines totaling approximately $30.0 million associated with the base operations and depot maintenance projects noted above.

Gross Profit

Gross profit for our MSS segment for the year ended September 30, 2010 increased $2.2 million, or 5.7%, to $40.5 million as compared to $38.3 million for the year ended September 30, 2009. Excluding gross profit provided by acquired companies, gross profit decreased $1.3 million, or 3.4%. As a percentage of revenue, net of other direct costs, gross profit decreased to 11.1% in the year ended September 30, 2010 from 15.1% in the year ended September 30, 2009.

The decrease in gross profit, as a percentage of revenue, net of other direct costs for the year ended September 30, 2010 was primarily due to the growth in revenue, net of other direct costs, for the Contract Field Teams project and global maintenance and support services noted above, which have lower margins than other MSS projects.

Seasonality

We experience seasonal trends in our business. Our revenue is typically higher in the last half of the fiscal year. The fourth quarter of our fiscal year (July 1 to September 30) is typically our strongest quarter. We find that the U.S. federal government tends to authorize more work during the period preceding the end of our fiscal year, September 30. In addition, many U.S. state governments with fiscal years ending on June 30 tend to accelerate spending during their first quarter, when new funding becomes available. Further, our construction management revenue typically increases during the high construction season of the summer months. Within the United States, as well as other parts of the world, our business generally benefits from milder weather conditions in our fiscal fourth quarter, which allows for more productivity from our on-site civil services. Our construction and project management services also typically expand during the high construction season of the summer months. The first quarter of our fiscal year (October 1 to December 31) is typically our weakest quarter. The harsher weather conditions impact our ability to complete work in parts of North America and the holiday season schedule affects our productivity during this period. For these reasons, coupled with the number and significance of client contracts commenced and completed during a particular period, as well as the timing of expenses incurred for corporate initiatives, it is not unusual for us to experience seasonal changes or fluctuations in our quarterly operating results.

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Liquidity and Capital Resources

Cash Flows

Our principal sources of liquidity are cash flows from operations, borrowings under our credit facilities, and access to financial markets. Our principal uses of cash are operating expenses, capital expenditures, working capital requirements, acquisitions, and repayment of debt. We believe our anticipated sources of liquidity including operating cash flows, existing cash and cash equivalents, borrowing capacity under our revolving credit facility and our ability to issue debt or equity, if required, will be sufficient to meet our projected cash requirements for at least the next 12 months. In the quarter ended September 30, 2011, we amended our term credit agreement to increase our bank term loans from $600 million to $750 million maturing July 2016. In the quarter ended September 30, 2011 we also increased our borrowing capacity to $1.05 billion under our revolving credit facility which expires in July 2016.

At September 30, 2011, cash and cash equivalents were $456.9 million, a decrease of $156.0 million, or 25.4%, from $612.9 million at September 30, 2010. This decrease was primarily attributable to payments for business acquisitions, offset by net proceeds from borrowings.

Net cash provided by operating activities was $132.0 million for the year ended September 30, 2011, compared to net cash provided by operating activities of $158.6 million for the year ended September 30, 2010. The change in cash provided by operating activities was primarily attributable to $89.7 million settlement of our U.S. deferred compensation plan liability, as described in Note 16 in the notes to our consolidated financial statements, and $43.9 million in increased excess tax benefit from share-based payments, which was primarily attributable to our U.S. deferred compensation plan distribution, offset by the timing of receipts and payments of accounts receivable and payable.

Net cash used in investing activities was $421.9 million for the year ended September 30, 2011, compared with $614.5 million for the year ended September 30, 2010. This change was primarily due to a $193.8 million decrease in payments for business acquisitions and $65.3 million of proceeds from the sale of investments in a rabbi trust due to the settlement of our U.S. deferred compensation plan liability.

Net cash provided by financing activities was $137.5 million for the year ended September 30, 2011, compared with $770.6 million for the year ended September 30, 2010, a decrease of $633.1 million. The decrease in cash provided by financing activities was primarily attributable to a $526.9 million decrease in net borrowings and a $149.9 million increase in payments to repurchase common stock.

Working Capital

Working capital, or current assets less current liabilities, increased $81.4 million, or 7.4%, to $1.2 billion at September 30, 2011 from $1.1 billion at September 30, 2010. Net accounts receivable, which includes billed and unbilled costs and fees, net of billings in excess of costs on uncompleted contracts, increased $227.1 million, or 12.4%, to $2.1 billion at September 30, 2011, primarily attributable to recent acquisitions.

Accounts receivable increased 9.7%, or $210.0 million, from September 30, 2010 to September 30, 2011 primarily due to recent acquisitions.

Days Sales Outstanding (DSO), including accounts receivable, net of billings in excess of costs on uncompleted contracts, adjusted for the effects of recent acquisitions, at September 30, 2011, was 88 days compared to the 89 days at September 30, 2010.

In Note 6, Accounts Receivable Net, in the notes to our consolidated financial statements, a comparative analysis of the various components of accounts receivable is provided. Substantially all unbilled receivables as of September 30, 2011 and 2010 are expected to be billed and collected within twelve months.

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Unbilled receivables related to claims are recorded only if it is probable that the claim will result in additional contract revenue and if the amount can be reliably estimated. In such cases, revenue is recorded only to the extent that contract costs relating to the claim have been incurred. Other than as disclosed, there are no significant net receivables related to contract claims as of September 30, 2011 and 2010. Award fees in unbilled receivables are accrued only when there is sufficient information to assess contract performance. On contracts that represent higher than normal risk or technical difficulty, award fees are generally deferred until an award fee letter is received.

Because our revenue depends to a great extent on billable labor hours, most of our charges are invoiced following the end of the month in which the hours were worked, the majority usually within 15 days. Other direct costs are normally billed along with labor hours. However, as opposed to salary costs, which are generally paid on either a bi-weekly or monthly basis, other direct costs are generally not paid until payment is received (in some cases in the form of advances) from the customers.

Borrowings and Lines of Credit

Debt consisted of the following:

	September 30, 2011	September 30, 2010
	(in millions)	
Unsecured term credit agreement	$ 750.0	$ 609.1
Unsecured senior notes	253.6	250.5
Unsecured revolving credit facility	101.4	26.5
Notes secured by real properties	25.2	25.9
Other debt	32.3	19.1
Total debt	1,162.5	931.1
Less: Current portion of debt and short-term borrowings	(17.8)	(16.4)
Long-term debt, less current portion	$ 1,144.7	$ 914.7

The following table presents, in millions, scheduled maturities of our debt as of September 30, 2011:

Fiscal Year	
2012	$ 17.8
2013	153.4
2014	152.2
2015	151.8
2016	403.4
Thereafter	283.9
Total	$ 1,162.5

Unsecured Term Credit Agreements

In September 2011, we entered into an Amended and Restated Credit Agreement (the "Term Credit Agreement") with Bank of America, N.A., as administrative agent and a lender, and the other lenders party thereto. Pursuant to the Term Credit Agreement, we borrowed $750 million in term loans on the closing date and may borrow up to an additional $100 million in term loans upon our request subject to certain conditions, including Company and lender approval. We used approximately $600 million of the proceeds of the loans to repay indebtedness under our prior term loan facility, approximately $147 million of the proceeds to pay down indebtedness under our revolving credit facility and a portion of the proceeds to pay fees and expenses related to the Term Credit Agreement. The loans under the Term Credit Agreement bear interest, at our option, at either the Base Rate (as defined in the Term Credit Agreement)

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plus an applicable margin or the Eurodollar Rate (as defined in the Term Credit Agreement) plus an applicable margin. The applicable margin for the Base Rate loans is a range of 0.375% to 1.50% and the applicable margin for Eurodollar Rate loans is a range of 1.375% to 2.50%, both based on our debt-to-earnings leverage ratio at the end of each fiscal quarter. The initial interest rate of the loans borrowed on September 30, 2011 is the 3-month Eurodollar Rate plus 1.75%, or a total of 2.12%. For the year ended September 30, 2011, the average interest rate of our prior term loan facility was 3.09%. Payments of the initial principal amount outstanding under the Term Credit Agreement are required on a quarterly basis beginning on December 31, 2012, while interest payments are required on a quarterly basis beginning December 31, 2011. Any remaining principal of the loans under the Term Credit Agreement is due no later than July 20, 2016. Accrued interest is payable in arrears on a quarterly basis for Base Rate loans, and at the end of the applicable interest period (but at least every three months) for Eurodollar Rate loans. We may optionally prepay the loans at any time, without penalty.

In September 2006, through certain wholly-owned subsidiaries, we entered into an unsecured term credit agreement with a syndicate of banks to facilitate dividend repatriations under Section 965 of the American Jobs Creation Act of 2004, which provided for a limited time, the opportunity to repatriate foreign earnings to the U.S. at a 5.25% tax rate. The agreement provided for a $65.0 million, five-year term loan among four subsidiary borrowers and one subsidiary guarantor and was repaid as of June 30, 2011. In order to obtain favorable pricing, we also provided a parent company guarantee. In June 2010, certain of our wholly-owned subsidiaries entered into an amendment to this credit agreement to, among other things, permit us to enter into the note purchase agreement for a private placement of Unsecured Senior Notes (as described below) and permit the subsidiaries to enter into subsidiary guarantees in connection therewith. There were no amounts outstanding on this credit agreement as of September 30, 2011, and $9.1 million outstanding at September 30, 2010.

Unsecured Senior Notes

In July 2010, we issued $300 million of notes to private institutional investors. The notes consisted of $175.0 million of 5.43% Senior Notes, Series A, due July 2020 and $125.0 million of 1.00% Senior Discount Notes, Series B, due July 2022 for net proceeds of $249.8 million. The outstanding accreted balance of Series B Notes was $78.6 million and $75.5 million at September 30, 2011, and 2010, respectively, which have an effective interest rate of 5.62%. The fair value of our unsecured senior notes was approximately $259 million at September 30, 2011 and $250 million at September 30, 2010. We calculated the fair values based on model-derived valuations using market observable inputs, which are a Level 2 inputs under the accounting guidance. Our obligations under the notes are guaranteed by certain of our subsidiaries pursuant to one or more subsidiary guarantees.

Unsecured Revolving Credit Facility

In July 2011, we entered into a Third Amended and Restated Credit Agreement (the "Revolving Credit Agreement") with Bank of America, N.A., as an administrative agent and a lender and the other lenders party thereto, which amended and restated our unsecured revolving credit facility and increased our available borrowing capacity in order to support our working capital and acquisition needs. As of September 30, 2011 and 2010, the borrowing capacity under our unsecured revolving credit facility was $1.05 billion and $600 million, respectively, and pursuant to the terms of the Revolving Credit Agreement, has an expiration date of July 20, 2016. Prior to this expiration date, principal amounts outstanding under the Revolving Credit Agreement may be repaid and reborrowed at our option without prepayment or penalty, subject to certain conditions. We may also, at our option, request an increase in the commitments under the facility up to a total of $1.15 billion, subject to certain conditions, including Company and lender approval. The loans under the Revolving Credit Agreement may be borrowed in dollars or in certain foreign currencies and bear interest, at our option, at either the Base Rate (as defined in the Revolving Credit Agreement) plus an applicable margin or the Eurocurrency Rate (as defined in the Revolving Credit Agreement) plus an applicable margin. The applicable margin for the Base Rate loans is a range of

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0.0% to 1.50% and the applicable margin for Eurocurrency Rate loans is a range of 1.00% to 2.50%, both based on our debt-to-earnings leverage ratio at the end of each fiscal quarter. In addition to these borrowing rates, there is a commitment fee which ranges from 0.150% to 0.375% on any unused commitment. Accrued interest is payable in arrears on a quarterly basis for Base Rate loans, and at the end of the applicable interest period (but at least every three months) for Eurocurrency Loans. At September 30, 2011 and 2010, $101.4 million and $26.5 million, respectively, were outstanding under our revolving credit facility. At September 30, 2011 and 2010, outstanding standby letters of credit totaled $32.1 million and $31.5 million, respectively, under our revolving credit facility. As of September 30, 2011, we had $916.5 million available under our Revolving Credit Agreement.

Covenants and Restrictions

Under all of our debt agreements relating to our unsecured revolving credit facility and unsecured term credit agreements, we are subject to a maximum consolidated leverage ratio at the end of any fiscal quarter. This ratio is calculated by dividing consolidated funded debt (including financial letters of credit) by consolidated earnings before interest, taxes, depreciation, and amortization (EBITDA). For our debt agreements, EBITDA is defined as consolidated net income attributable to AECOM plus interest, depreciation and amortization expense, amounts set aside for taxes and other non-cash items (including a calculated annualized EBITDA from our acquisitions). As of September 30, 2011, our consolidated leverage ratio was 2.2, which did not exceed our most restrictive maximum consolidated leverage ratio of 3.0.

Our Revolving Credit Agreement and Term Credit Agreement also contain certain covenants that limit our ability to, among other things, (i) merge with other entities, (ii) enter into a transaction resulting in a change of control, (iii) create new liens, (iv) sell assets outside of the ordinary course of business, (v) enter into transactions with affiliates, (vi) substantially change the general nature of the Company and its subsidiaries taken as a whole, and (vii) incur indebtedness and contingent obligations.

Additionally, our unsecured senior notes contain covenants that limit (i) certain types of indebtedness, which include indebtedness incurred by subsidiaries and indebtedness secured by a lien, (ii) merge with other entities, (iii) enter into a transaction resulting in a change of control, (iv) create new liens, (v) sell assets outside of the ordinary course of business, (vi) enter into transactions with affiliates, and (vii) substantially change the general nature of the Company and its subsidiaries taken as a whole. The unsecured senior notes also contain a financial covenant that requires us to maintain a net worth above a calculated threshold. The threshold is calculated as $1.2 billion plus 40% of the consolidated net income for each fiscal quarter commencing with the fiscal quarter ending June 30, 2010. In the calculation of this threshold, we cannot include a consolidated net loss that may occur in any fiscal quarter. Our net worth for this financial covenant is defined as total AECOM stockholders' equity, which is consolidated stockholders' equity, including any redeemable common stock and stock units and the liquidation preference of any preferred stock. As of September 30, 2011, this amount was $2.3 billion, which exceeds the calculated threshold of $1.4 billion.

Should we fail to comply with these covenants, all or a portion of our borrowings under the unsecured senior notes and unsecured term credit agreements could become immediately payable and our unsecured revolving credit facility could be terminated. At September 30, 2011, we were in compliance with all such covenants.

Interest Rate Swaps

We use interest rate swap agreements with financial institutions to fix the variable interest rates on portions of our debt outstanding. The previous interest rate swap agreements on our revolving credit facility expired in August 2010; but in September of 2011, we entered into two new interest rate swap agreements to fix the interest rates on portions of our debt under the Term Credit Agreement. We apply cash flow hedge accounting for the interest rate swap agreements. Accordingly, the derivatives are recorded at fair value as assets or liabilities and the effective portion of changes in the fair value of the derivative, as measured quarterly, is reported in other comprehensive income. For the year ended September 30, 2011, the amount recorded in other comprehensive income related to the change in fair value of the derivatives was not material. The fixed rates and the related expiration dates of the outstanding swap agreements are as follows:

Notional Amount (in millions)	Fixed Rate	Expiration Date
$250.0	0.95%	September 2015

Our average effective interest rate on borrowings, including the effects of the swaps, during the year ended September 30, 2011 and 2010 was 3.3% and 2.4%, respectively.

Notes Secured by Real Properties

Notes secured by real properties, payable to a bank, were assumed in connection with a business acquired during the year ended September 30, 2008. These notes payable bear interest at 6.04% per annum and mature in December 2028.

Other Debt

Other debt consists primarily of bank overdrafts and obligations under capital leases. In addition to the revolving credit facility discussed above, at September 30, 2011, we had $255.1 million of unsecured credit facilities primarily used to cover periodic overdrafts and standby letters of credit, of which $185.2 million was utilized for outstanding standby letters of credit.

Commitments and Contingencies

Other than normal property and equipment additions and replacements, expenditures to further the implementation of our Enterprise Resource Planning system, commitments under our incentive compensation programs, and acquisitions from time to time, we currently do not have any significant capital expenditures or outlays planned except as described below. However, as we acquire additional businesses in the future or if we embark on other capital-intensive initiatives, additional working capital may be required.

Under our unsecured revolving credit facility and other facilities discussed in Other Debt above, as of September 30, 2011, there was approximately $217.3 million outstanding under standby letters of credit issued primarily in connection with general and professional liability insurance programs and for contract performance guarantees. For those projects for which we have issued a performance guarantee, if the project subsequently fails to meet guaranteed performance standards, we may either incur significant additional costs or be held responsible for the costs incurred by the client to achieve the required performance standards.

We recognized on our balance sheet the funded status (measured as the difference between the fair value of plan assets and the projected benefit obligation) of our pension plans. The total amounts of employer contributions paid for the year ended September 30, 2011 were $19.1 million for U.S. plans and $18.6 million for non-U.S. plans. Funding requirements for each plan are determined based on the local laws of the country where such plan resides. In certain countries, the funding requirements are mandatory while in other countries, they are discretionary. We do not have a required minimum contribution for our domestic plans; however, we may make additional discretionary contributions. In the future, such pension funding may increase or decrease depending on changes in the levels of interest rates, pension plan performance and other factors.

Combat Support Associates Joint Venture

On March 24, 2010, the U.S. Defense Contract Audit Agency (DCAA) issued a DCAA Form 1 questioning costs incurred during fiscal 2007 by Combat Support Associates (CSA), a consolidated joint venture that includes AECOM Government Services, Inc., in the performance of a U.S. Government contract in Kuwait. The costs in question, which have been recognized as revenue on an accrual basis over the life of the contract, were incurred in paying Service Terminal Indemnity (STI) to CSA's employees at the end of their employment agreements. The DCAA questioned the reasonableness and allowability of the payments on the basis that CSA allegedly paid more than the amount required by the Kuwait Labor Law. As a result of the issuance of the DCAA Form 1, the U.S. Government withheld approximately $17 million from payments on current year billings pending final resolution of the questioned costs.

CSA has requested that the U.S. Government contracting officer make a final determination that the costs are proper under the contract. If the contracting officer declines to overrule the DCAA Form 1, CSA intends to utilize all proper avenues to defend against the Government's claim, including appeals processes.

We believe, based on advice of Kuwaiti legal counsel, that CSA has been in compliance with STI requirements of Kuwait labor laws. Therefore, we presently believe that, if required, CSA would be successful in obtaining a favorable determination of this matter. However, if the DCAA Form 1 is not overruled and subsequent appeals were unsuccessful, the decision could have a material adverse effect on our results of operations.

Global Linguists Solutions Joint Venture

On October 5, 2011, the DCAA issued a DCAA Form 1 questioning costs incurred by Global Linguists Solutions (GLS), an equity method joint venture that includes McNeil Technologies Corporation, which we acquired in August 2010. The questioned costs were incurred by GLS during fiscal 2009, a period prior to the acquisition. Specifically, the DCAA questioned direct labor, associated burdens, and fees billed to the U.S. Government for linguists that allegedly did not meet specific contract requirements. As a result of the issuance of DCAA Form 1, the U.S. Government withheld approximately $14 million from payments on current year billings pending final resolution of the questioned costs.

GLS is performing a review of the issues raised in the Form 1 in order to respond fully to the questioned costs. Based on an initial review, GLS believes that the costs met the applicable contract requirements. However, if the DCAA Form 1 is not overruled and subsequent appeals were unsuccessful, the decision could have a material adverse effect on our results of operations.

Libyan Project

Due to the civil unrest in Libya, in February 2011, we ceased providing services as the program manager for the Libya Housing and Infrastructure Board's program to modernize the country's infrastructure. We cannot currently determine when or if we will resume services. This business disruption resulted in a net expense of $10.0 million for the three months ended March 31, 2011, primarily comprised of demobilization and shutdown costs, certain asset write-downs and the reversal of certain previously recorded liabilities. As of September 30, 2011, $28.5 million of liabilities related to this project are included in accompanying consolidated balance sheet. The liabilities consist primarily of income taxes payable to Libyan authorities and trade accounts payable.

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Contractual Obligations and Commitments

The following summarizes our contractual obligations and commercial commitments as of September 30, 2011:

Contractual Obligations and Commitments	Total	Less than One Year	One to Three Years	Three to Five Years	More than Five Years
			(in millions)		
Debt	$ 1,162.5	$ 17.8	$ 305.6	$ 555.2	$ 283.9
Interest on debt	219.3	29.9	57.4	54.7	77.3
Operating leases	1,095.0	192.3	324.3	232.0	346.4
Other	20.3	20.3			
Pension obligations	348.9	29.7	62.5	67.0	189.7
Total contractual obligations and commitments	$ 2,846.0	$ 290.0	$ 749.8	$ 908.9	$ 897.3

New Accounting Pronouncements and Changes in Accounting

In January 2010, the Financial Accounting Standards Board (FASB) issued guidance to amend the disclosure requirements related to fair value measurements. We adopted this guidance for the quarter ended March 31, 2010, except for the portion of the guidance that requires the disclosure of activities on purchases, sales, issuance, and settlements of the assets and liabilities measured using significant unobservable inputs (Level 3 fair value measurements). The Level 3 fair value measurement guidance becomes effective for us in our fiscal year beginning October 1, 2011. We do not believe that the adoption of the separate disclosures related to Level 3 measurements in our fiscal year beginning October 1, 2011 will have a material impact on our consolidated financial statements. Additionally, the FASB issued a new accounting standard on fair value measurements that changes certain fair value measurement principles, clarifies the requirement for measuring fair value and expands disclosure requirements, particularly for Level 3 fair value measurements. This guidance is effective for us in our fiscal year beginning October 1, 2012 and is not expected to have a material impact on our consolidated financial statements.

On October 1, 2010, we adopted guidance issued by the FASB on revenue recognition. The new guidance provides another alternative for determining the selling price of deliverables, when vendor specific objective evidence or third party evidence for deliverables in an arrangement cannot be determined, and requires companies to allocate arrangement consideration to separate deliverables using the relative selling price method. The adoption of the guidance did not have a material effect on our consolidated financial statements.

On October 1, 2010, we also adopted guidance issued by the FASB on the consolidation of variable interest entities. The new guidance requires revised evaluations of whether entities represent variable interest entities, ongoing assessments of whether we have the power to direct the activities over such entities, and additional disclosures for variable interests. Adoption of the new guidance did not have a material impact on our consolidated financial statements, see Note 8 in the notes to our consolidated financial statements.

In June 2011, the FASB issued guidance on the presentation of comprehensive income. The new standard will require companies to present items of net income, items of other comprehensive income and total comprehensive income in one continuous statement or two separate consecutive statements, and companies will no longer be allowed to present items of other comprehensive income in the statement of stockholders' equity. The guidance also requires presentation of reclassification adjustments from other comprehensive income to net income on the face of the financial statements. This guidance is effective for us in our fiscal year beginning October 1, 2012 and, although it will change the financial statement presentation, it is not expected to have a material impact on our financial condition or results of operations.

In September 2011, the FASB issued guidance intended to simplify goodwill impairment testing. Entities are allowed to perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. This guidance is effective for goodwill impairment tests performed in interim and annual periods for fiscal years beginning after December 15, 2011, with early adoption permitted. We do not expect this guidance will have a material impact on our consolidated financial statements.

Off-Balance Sheet Arrangements

We enter into various joint venture arrangements to provide architectural, engineering, program management, construction management and operations and maintenance services. The ownership percentage of these joint ventures is typically representative of the work to be performed or the amount of risk assumed by each joint venture partner. Some of these joint ventures are considered variable interest. We have consolidated all joint ventures for which we have control. For all others, our portion of the earnings are recorded in equity in earnings of joint ventures. See Note 8 in the notes to our consolidated financial statements. We do not believe that we have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that would be material to investors.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Financial Market Risks

We are exposed to market risk, primarily related to foreign currency exchange rates and interest rate exposure of our debt obligations that bear interest based on floating rates. We actively monitor these exposures. Our objective is to reduce, where we deem appropriate to do so, fluctuations in earnings and cash flows associated with changes in foreign exchange rates and interest rates. In the past, we have entered into derivative financial instruments, such as forward contracts and interest rate hedge contracts. It is our policy and practice to use derivative financial instruments only to the extent necessary to manage our exposures. We do not use derivative financial instruments for trading purposes.

Foreign Exchange Rates

We are exposed to foreign currency exchange rate risk resulting from our operations outside of the U.S. We do not comprehensively hedge our exposure to currency rate changes; however, our exposure to foreign currency fluctuations is limited in that most of our contracts require client payments to be in currencies corresponding to the currency in which costs are incurred. As a result, we typically do not need to hedge foreign currency cash flows for contract work performed. The functional currency of our significant foreign operations is the local currency.

Interest Rates

Our senior revolving credit facility and certain other debt obligations are subject to variable rate interest which could be adversely affected by an increase in interest rates. As of September 30, 2011 and 2010, we had $851.4 million and $635.6 million, respectively, outstanding borrowings under our credit facility and our term credit agreements. Interest on amounts borrowed under the credit facility and our term credit agreements is subject to adjustment based on certain levels of financial performance. These borrowings are at offshore rates, for which the applicable margin added can range from 1% to 2.5%. For the year ended September 30, 2011, our weighted average floating rate borrowings were $869.5 million. If short term floating interest rates had increased or decreased by 1%, our annual interest expense would have increased or decreased by $8.7 million. We invest our cash in a variety of financial instruments, consisting principally of money market securities or other highly liquid, short-term securities that are subject to minimal credit and market risk.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

AECOM Technology Corporation
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September 30, 2011

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of
AECOM Technology Corporation

We have audited the accompanying consolidated balance sheets of AECOM Technology Corporation (the "Company") as of September 30, 2011 and 2010, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended September 30, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of AECOM Technology Corporation at September 30, 2011 and 2010, and the consolidated results of its operations and its cash flows for each of the three years in the period ended September 30, 2011, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), AECOM Technology Corporation's internal control over financial reporting as of September 30, 2011, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway and our report dated November 18, 2011 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP
Los Angeles, California
November 18, 2011

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of
AECOM Technology Corporation

We have audited AECOM Technology Corporation's (the "Company") internal control over financial reporting as of September 30, 2011, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). AECOM Technology Corporation's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Management's Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of the Davis Langdon affiliated entities in Europe and Middle East, Australia and New Zealand, and Africa, (collectively, "Davis Langdon entities"), RSW, Inc. and Spectral Services Consultants Private Ltd., which are included in the fiscal 2011 consolidated financial statements of AECOM Technology Corporation and constituted an aggregate of $0.64 billion and $0.46 billion of total and net assets, respectively, as of September 30, 2011 and $0.47 billion, and $0.02 billion of revenues and net income, respectively, for the year then ended. Our audit of internal control over financial reporting of AECOM Technology Corporation also did not include an evaluation of the internal control over financial reporting of the Davis Langdon entities, RSW, Inc. and Spectral Services Consultants Private Ltd.

In our opinion, AECOM Technology Corporation maintained, in all material respects, effective internal control over financial reporting as of September 30, 2011, based on the COSO criteria.

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We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of AECOM Technology Corporation as of September 30, 2011 and 2010, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended September 30, 2011 and our report dated November 18, 2011 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP
Los Angeles, California
November 18, 2011

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AECOM Technology Corporation

Consolidated Balance Sheets

(in thousands, except share data)

	September 30, 2011	September 30, 2010
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 349,868	$ 570,521
Cash in consolidated joint ventures	107,072	42,336
Total cash and cash equivalents	456,940	612,857
Accounts receivable net	2,380,181	2,170,188
Prepaid expenses and other current assets	100,575	157,840
Income taxes receivable	45,239	
Deferred tax assets net	7,131	5,614
TOTAL CURRENT ASSETS	2,990,066	2,946,499
PROPERTY AND EQUIPMENT NET	323,826	258,784
DEFERRED TAX ASSETS NET	82,966	105,030
INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES	71,124	53,235
GOODWILL	2,086,330	1,690,386
INTANGIBLE ASSETS NET	119,140	108,645
OTHER NON-CURRENT ASSETS	115,876	80,330
TOTAL ASSETS	$ 5,789,328	$ 5,242,909
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Short-term debt	$ 6,570	$ 2,087
Accounts payable	679,111	589,076
Accrued expenses and other current liabilities	792,690	902,824
Billings in excess of costs on uncompleted contracts	324,899	341,959
Income taxes payable		1,960
Current portion of long-term debt	11,176	14,354
TOTAL CURRENT LIABILITIES	1,814,446	1,852,260
OTHER LONG-TERM LIABILITIES	435,022	337,494
LONG-TERM DEBT	1,144,723	914,686
TOTAL LIABILITIES	3,394,191	3,104,440
COMMITMENTS AND CONTINGENCIES (Note 19)		
AECOM STOCKHOLDERS' EQUITY:		
Convertible preferred stock authorized, 2,500,000; issued and outstanding, 0 and 2,305 shares as of September 30, 2011 and 2010, respectively; $100 liquidation preference value		231
Common stock authorized, 300,000,000 and 150,000,000 shares of $0.01 par value as of September 30, 2011 and 2010, respectively; issued and outstanding, 113,248,337 and 115,316,783 shares as of September 30, 2011 and 2010, respectively	1,132	1,153
Preferred stock, Class C authorized, 200 shares; issued and outstanding, 0 and 52 shares		

as of September 30, 2011 and 2010, respectively; no par value, $1.00 liquidation preference value				
Preferred stock, Class E authorized, 20 shares; issued and outstanding, 3 and 4 shares as of September 30, 2011 and 2010, respectively; no par value, $1.00 liquidation preference value				
Additional paid-in capital		1,699,207		1,585,044
Accumulated other comprehensive loss		(187,574)		(147,521)
Retained earnings		826,946		651,105
TOTAL AECOM STOCKHOLDERS' EQUITY		2,339,711		2,090,012
Noncontrolling interests		55,426		48,457
TOTAL STOCKHOLDERS' EQUITY		2,395,137		2,138,469
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$	5,789,328	$	5,242,909

See accompanying Notes to Consolidated Financial Statements.

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AECOM Technology Corporation

Consolidated Statements of Income

(in thousands, except per share data)

	Fiscal Year Ended		
	September 30, 2011	**September 30, 2010**	**September 30, 2009**
Revenue	$ 8,037,374	$ 6,545,791	$ 6,119,465
Cost of revenue	7,570,672	6,115,520	5,768,262
Gross profit	466,702	430,271	351,203
Equity in earnings of joint ventures	44,819	20,987	22,557
General and administrative expenses	90,298	110,463	86,894
Income from operations	421,223	340,795	286,866
Other income	3,368	10,250	1,713
Interest expense, net	(40,411)	(9,928)	(10,691)
Income from continuing operations before income tax expense	384,180	341,117	277,888
Income tax expense	100,090	91,696	77,002
Income from continuing operations	284,090	249,421	200,886
Discontinued operations, net of tax		(77)	2,992
Net income	284,090	249,344	203,878
Noncontrolling interests in income of consolidated subsidiaries, net of tax	(8,290)	(12,457)	(14,182)
Net income attributable to AECOM	$ 275,800	$ 236,887	$ 189,696
Net income allocation:			
Preferred stock dividend	$ 2	$ 127	$ 139
Net income available for common stockholders	275,798	236,760	189,557
Net income attributable to AECOM	$ 275,800	$ 236,887	$ 189,696
Net income attributable to AECOM per share:			
Basic			
Continuing operations	$ 2.35	$ 2.07	$ 1.73

Discontinued operations						0.03
	$	2.35	$	2.07	$	1.76
Diluted						
Continuing operations	$	2.33	$	2.05	$	1.70
Discontinued operations						0.03
	$	2.33	$	2.05	$	1.73
Weighted average shares outstanding:						
Basic		117,396		114,344		108,003
Diluted		118,345		115,463		109,706

See accompanying Notes to Consolidated Financial Statements.

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AECOM Technology Corporation

Consolidated Statements of Stockholders' Equity

(in thousands)

	Convertible Preferred Stock	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive (Loss) Income	Retained Earnings	Total AECOM Stockholders' Equity	Non-Controlling Interests	Total Stockholder's Equity
BALANCE AT SEPTEMBER 30, 2008	$ 2,642	$ 1,030	$ 1,309,493	$ (111,549)	$ 221,377	$ 1,422,993	$ 20,050	$ 1,443,043
Comprehensive income (loss), net of tax:								
Net income					189,696	189,696	14,182	203,878
Foreign currency translation adjustments				(14,538)		(14,538)		(14,538)
Defined benefit minimum pension liability adjustment, net of tax				(19,658)	503	(19,155)		(19,155)
Swap valuation				(830)		(830)		(830)
Total comprehensive income, net of tax						$ 155,173	$ 14,182	$ 169,355
Cumulative effect of adoption of accounting principle (Note 9)					2,908	2,908		2,908
Proceeds from the issuance of stock in secondary public offering, net of $0.6 million of offering costs		46	91,387			91,433		91,433
Retirement plan participants' diversification			(29,120)			(29,120)		(29,120)
Issuance of stock		16	39,462			39,478		39,478
Repurchases of stock	(268)	(14)	(13,211)			(13,493)		(13,493)
Preferred stock dividend	139				(139)			
Proceeds from exercise of options		23	19,383			19,406		19,406
Tax benefit from exercise of stock options			14,969			14,969		14,969
Stock based compensation		8	25,963			25,971		25,971
Other transactions with noncontrolling interests							764	764
Distributions to noncontrolling interests							(10,309)	(10,309)
BALANCE AT SEPTEMBER 30, 2009	$ 2,513	$ 1,109	$ 1,458,326	$ (146,575)	$ 414,345	$ 1,729,718	$ 24,687	$ 1,754,405
Comprehensive income (loss), net of tax:								
Net income					236,887	236,887	12,457	249,344
Foreign currency translation adjustments				32,142		32,142		32,142
Defined benefit minimum pension liability adjustment, net of tax				(34,219)		(34,219)		(34,219)
Swap valuation				1,131		1,131		1,131
Total comprehensive income, net of tax						$ 235,941	$ 12,457	$ 248,398
Issuance of stock		32	79,270			79,302		79,302
Repurchases of stock	(2,409)	(7)	(14,755)			(17,171)		(17,171)
Preferred stock dividend	127				(127)			

Proceeds from exercise of options		10	10,300			10,310		10,310
Tax benefit from exercise of stock options			17,306			17,306		17,306
Stock based compensation		9	34,597			34,606		34,606
Other transactions with noncontrolling interests							4,801	4,801
Contributions from noncontrolling interests							17,488	17,488
Distributions to noncontrolling interests							(10,976)	(10,976)
BALANCE AT SEPTEMBER 30, 2010	$ 231	$ 1,153	$ 1,585,044	$ (147,521)	$ 651,105	$ 2,090,012	$ 48,457	$ 2,138,469
Comprehensive income (loss), net of tax:								
Net income					275,800	275,800	8,290	284,090
Foreign currency translation adjustments				(45,609)		(45,609)		(45,609)
Defined benefit minimum pension liability adjustment, net of tax				5,556		5,556		5,556
Total comprehensive income, net of tax						$ 235,747	$ 8,290	$ 244,037
Issuance of stock		36	88,495			88,531		88,531
Repurchases of stock	(233)	(27)	(66,784)			(67,044)		(67,044)
Accelerated share repurchase (Note 3)		(43)			(99,957)	(100,000)		(100,000)
Preferred stock dividend	2				(2)			
Proceeds from exercise of options		5	6,275			6,280		6,280
Tax benefit from exercise of stock options			61,248			61,248		61,248
Stock based compensation		8	24,929			24,937		24,937
Other transactions with noncontrolling interests							(20)	(20)
Contributions from noncontrolling interests							1,700	1,700
Distributions to noncontrolling interests							(3,001)	(3,001)
BALANCE AT SEPTEMBER 30, 2011	$	$ 1,132	$ 1,699,207	$ (187,574)	$ 826,946	$ 2,339,711	$ 55,426	$ 2,395,137

See accompanying Notes to Consolidated Financial Statements.

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AECOM Technology Corporation

Condensed Consolidated Statements of Cash Flows

(in thousands)

	Fiscal Year Ended		
	September 30, 2011	**September 30, 2010**	**September 30, 2009**
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 284,090	$ 249,344	$ 203,878
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	110,306	78,899	84,117
Equity in earnings of unconsolidated joint ventures	(44,819)	(20,987)	(22,557)
Distribution of earnings from unconsolidated joint ventures	36,628	8,319	18,689
Non-cash stock compensation	24,937	34,606	25,971
Excess tax benefit from share-based payment	(61,248)	(17,306)	(14,969)
Foreign currency translation	(7,251)	11,419	(17,692)
Deferred income tax expense (benefit)	29,200	21,840	(3,210)
Other	3,052	(2,335)	1,300
Changes in operating assets and liabilities, net of effects of acquisitions:			
Settlement of deferred compensation plan liability	(89,688)		
Accounts receivable	(89,052)	(234,247)	(67,853)
Prepaid expenses and other assets	39,599	(17,001)	(15,887)
Accounts payable	76,144	57,037	(8,064)
Accrued expenses and other current liabilities	(67,975)	20,837	375
Billings in excess of costs on uncompleted contracts	(58,551)	(21,793)	35,542
Other long-term liabilities	(40,456)	19,732	(6,114)
Income taxes payable	(12,904)	(25,502)	12,534
Net cash provided by operating activities from continuing operations	132,012	162,862	226,060
Net cash provided by (used in) operating activities from discontinued operations		(4,227)	2,580
Net cash provided by operating activities	132,012	158,635	228,640
CASH FLOWS FROM INVESTING ACTIVITIES:			
Payments for business acquisitions, net of cash acquired	(365,540)	(559,355)	(35,719)
Proceeds from disposal of businesses	2,434	29,794	
Net investment in unconsolidated joint ventures	(23,398)	8,349	2,904
(Purchases) sales of investments	(22,683)	(24,825)	81,449
Proceeds from sale of investments in rabbi trust	65,261		
Payments for capital expenditures	(77,991)	(68,490)	(62,924)
Net cash used in investing activities	(421,917)	(614,527)	(14,290)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from borrowings under credit agreements	2,863,906	1,985,000	22,540
Repayments of borrowings under credit agreements	(2,640,649)	(1,234,880)	(255,168)
Proceeds from loans on deferred compensation plan investments	59,324		
Repayment of loans on deferred compensation plan investments	(59,324)		
Proceeds from issuance of common stock	15,020	3,502	101,019
Proceeds from exercise of stock options	6,280	10,310	19,406
Payments to repurchase common stock	(167,044)	(17,171)	(13,493)
Excess tax benefit from share-based payment	61,248	17,306	14,969
Net (distributions to) contributions from noncontrolling interests	(1,301)	6,512	(10,309)
Net cash provided by (used in) financing activities	137,460	770,579	(121,036)
EFFECT OF EXCHANGE RATE CHANGES ON CASH	(3,472)	7,393	341

NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS		(155,917)		322,080		93,655
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		612,857		290,777		197,122
CASH AND CASH EQUIVALENTS AT END OF YEAR	$	456,940	$	612,857	$	290,777
SUPPLEMENTAL CASH FLOW INFORMATION:						
Deferred compensation plan participants' diversification (non-cash)	$		$	303	$	29,120
Equity issued for acquisitions (non-cash)	$	68,453	$	65,300	$	16,946
Equity issued to settle liabilities (non-cash)	$	5,058	$	10,500	$	12,946
Interest paid	$	36,624	$	8,642	$	15,848
Income taxes paid, net of refunds received	$	37,991	$	63,616	$	68,410

See accompanying Notes to Consolidated Financial Statements.

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AECOM TECHNOLOGY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Significant Accounting Policies

Organization AECOM Technology Corporation and its consolidated subsidiaries (the Company) provide professional technical and management support services for commercial and government clients around the world. These services encompass a variety of technical disciplines, including consulting, planning, architectural and engineering design, and program and construction management for a broad range of projects. These services are applied to a number of areas and industries, including transportation infrastructure; research, testing and defense facilities; water, wastewater and other environmental programs; land development; security and communication systems; institutional, mining, industrial and commercial and energy-related facilities. The Company also provides operations and maintenance services to governmental agencies throughout the U.S. and abroad.

Fiscal Year The Company reports results of operations based on 52 or 53-week periods ending on the Friday nearest September 30. For clarity of presentation, all periods are presented as if the year ended on September 30. Fiscal years 2011, 2010 and 2009 each contained 52 weeks and ended on September 30, October 1, and October 2, respectively. The Company acquired Earth Tech in July 2008. Due to different fiscal period-ends for the Company and Earth Tech, Earth Tech's results for the fiscal year beginning September 27, 2008 have been combined with the Company's results for the fiscal year beginning October 4, 2008. The use of the different fiscal period for Earth Tech did not have a material impact on the Company's results of operations.

Use of Estimates The preparation of financial statements in conformity with accounting principles generally accepted in the United States (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The more significant estimates affecting amounts reported in the consolidated financial statements relate to revenues under long-term contracts and self-insurance accruals. Actual results could differ from those estimates.

Principles of Consolidation and Presentation The consolidated financial statements include the accounts of all majority-owned subsidiaries and material joint ventures in which the Company is the primary beneficiary. All inter-company accounts have been eliminated in consolidation. Also see Note 8 regarding joint ventures.

Revenue Recognition The Company generally utilizes a cost-to-cost approach in applying the percentage-of-completion method of revenue recognition. Under this approach, revenue is earned in proportion to total costs incurred, divided by total costs expected to be incurred. Recognition of revenue and profit is dependent upon a number of factors including, the accuracy of a variety of estimates made at the balance sheet date, engineering progress, materials quantities, the achievement of milestones, penalty provisions, labor productivity and cost estimates made at the balance sheet date. Due to uncertainties inherent in the estimation process, actual completion costs may vary from estimates. If estimated total costs on contracts indicate a loss, the Company recognizes that estimated loss in the period the estimated loss first becomes known.

In the course of providing its services, the Company routinely subcontracts for services and incurs other direct costs on behalf of its clients. These costs are passed through to clients and, in accordance with industry practice and GAAP, are included in the Company's revenue and cost of revenue. Because subcontractor services and other direct costs can change significantly from project to project and period to

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AECOM TECHNOLOGY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Significant Accounting Policies (Continued)

period, changes in revenue may not be indicative of business trends. These other direct costs for the years ended September 30, 2011, 2010 and 2009 were $2.9 billion, $2.3 billion and $2.3 billion, respectively.

Cost-Plus Contracts. The Company enters into two major types of cost-plus contracts:

Cost-Plus Fixed Fee. Under cost-plus fixed fee contracts, the Company charges clients for its costs, including both direct and indirect costs, plus a fixed negotiated fee. The total estimated cost plus the fixed negotiated fee represents the total contract value. The Company recognizes revenue based on the actual labor and other direct costs incurred, plus the portion of the fixed fee it has earned to date.

Cost-Plus Fixed Rate. Under the Company's cost-plus fixed rate contracts, the Company charges clients for its direct and indirect costs based upon a negotiated rate. The Company recognizes revenue based on the actual total costs it has expended and the applicable fixed rate.

Certain cost-plus contracts provide for award fees or a penalty based on performance criteria in lieu of a fixed fee or fixed rate. Other contracts include a base fee component plus a performance-based award fee. In addition, the Company may share award fees with subcontractors. The Company records accruals for fee-sharing as fees are earned. The Company generally recognizes revenue to the extent of costs actually incurred plus a proportionate amount of the fee expected to be earned. The Company takes the award fee or penalty on contracts into consideration when estimating revenue and profit rates, and it records revenue related to the award fees when there is sufficient information to assess anticipated contract performance. On contracts that represent higher than normal risk or technical difficulty, the Company may defer all award fees until an award fee letter is received. Once an award fee letter is received, the estimated or accrued fees are adjusted to the actual award amount.

Certain cost-plus contracts provide for incentive fees based on performance against contractual milestones. The amount of the incentive fees varies, depending on whether the Company achieves above, at, or below target results. The Company originally recognizes revenue on these contracts based upon expected results. These estimates are revised when necessary based upon additional information that becomes available as the contract progresses.

Time-and-Materials Contracts.

Time-and-Materials. Under time-and-materials contracts, the Company negotiates hourly billing rates and charges its clients based on the actual time that it expends on a project. In addition, clients reimburse the Company for its actual out-of-pocket costs of materials and other direct incidental expenditures that it incurs in connection with its performance under the contract. Profit margins on time-and-materials contracts fluctuate based on actual labor and overhead costs that it directly charges or allocates to contracts compared to negotiated billing rates. Many of the Company's time-and-materials contracts are subject to maximum contract values and, accordingly, revenue relating to these contracts is recognized as if these contracts were a fixed-price contract.

Fixed-Price Contracts.

Firm Fixed-Price. Fixed-price contracting is the predominant contracting method outside of the United States. There are typically two types of fixed-price contracts. The first and more common type, lump-sum, involves performing all of the work under the contract for a specified lump-sum fee. Lump-sum contracts are typically subject to price adjustments if the scope of the project changes or unforeseen

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AECOM TECHNOLOGY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Significant Accounting Policies (Continued)

conditions arise. The second type, fixed-unit price, involves performing an estimated number of units of work at an agreed price per unit, with the total payment under the contract determined by the actual number of units delivered. The Company recognizes revenue on firm fixed-price contracts using the percentage-of-completion method described above. Prior to completion, recognized profit margins on any firm fixed-price contract depend on the accuracy of the Company's estimates and will increase to the extent that its actual costs are below the estimated amounts. Conversely, if the Company's costs exceed these estimates, its profit margins will decrease and the Company may realize a loss on a project. The Company recognizes anticipated losses on contracts in the period in which they become evident.

Service-Related Contracts.

Service-Related. Service-related contracts, including operations and maintenance services and a variety of technical assistance services, are accounted for over the period of performance, in proportion to the costs of performance.

Contract Claims Claims are amounts in excess of the agreed contract price (or amounts not included in the original contract price) that the Company seeks to collect from customers or others for delays, errors in specifications and designs, contract terminations, change orders in dispute or unapproved as to both scope and price or other causes of unanticipated additional costs. The Company records contract revenue related to claims only if it is probable that the claim will result in additional contract revenue and if the amount can be reliably estimated. In such cases, the Company records revenue only to the extent that contract costs relating to the claim have been incurred. As of September 30, 2011 and 2010, the Company had no significant net receivables related to contract claims.

Government Contract Matters The Company's federal government and certain state and local agency contracts are subject to, among other regulations, regulations issued under the Federal Acquisition Regulations (FAR). These regulations can limit the recovery of certain specified indirect costs on contracts and subjects the Company to ongoing multiple audits by government agencies such as the Defense Contract Audit Agency (DCAA). In addition, most of the Company's federal and state and local contracts are subject to termination at the discretion of the client.

Audits by the DCAA and other agencies consist of reviews of the Company's overhead rates, operating systems and cost proposals to ensure that the Company accounted for such costs in accordance with the Cost Accounting Standards of the FAR (CAS). If the DCAA determines the Company has not accounted for such costs consistent with CAS, the DCAA may disallow these costs. There can be no assurance that audits by the DCAA or other governmental agencies will not result in material cost disallowances in the future. See also Note 19.

Cash and Cash Equivalents The Company's cash equivalents include highly liquid investments which have an initial maturity of three months or less.

Allowance for Doubtful Accounts The Company records its accounts receivable net of an allowance for doubtful accounts. This allowance for doubtful accounts is estimated based on management's evaluation of the contracts involved and the financial condition of its clients. The factors the Company considers in its contract evaluations include, but are not limited to:

- Client type federal or state and local government or commercial client;

AECOM TECHNOLOGY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Significant Accounting Policies (Continued)

- Historical contract performance;
- Historical collection and delinquency trends;
- Client credit worthiness; and
- General economic conditions.

Derivative Financial Instruments The Company accounts for its derivative instruments as either assets or liabilities and carries them at fair value.

For derivative instruments that hedge the exposure to variability in expected future cash flows that are designated as cash flow hedges, the effective portion of the gain or loss on the derivative instrument is reported as a component of accumulated other comprehensive income in stockholders' equity and reclassified into income in the same period or periods during which the hedged transaction affects earnings. The ineffective portion of the gain or loss on the derivative instrument, if any, is recognized in current income. To receive hedge accounting treatment, cash flow hedges must be highly effective in offsetting changes to expected future cash flows on hedged transactions.

The net gain or loss on the effective portion of a derivative instrument that is designated as an economic hedge of the foreign currency translation exposure generated by the re-measurement of certain assets and liabilities denominated in a non-functional currency in a foreign operation is reported in the same manner as a foreign currency translation adjustment. Accordingly, any gains or losses related to these derivative instruments are recognized in current income.

Derivatives that do not qualify as hedges must be adjusted to fair value through current income.

Fair Value of Financial Instruments The Company determines the fair values of its financial instruments, including short-term investments, debt instruments and derivative instruments, and pension and post-retirement plan assets based on inputs or assumptions that market participants would use in pricing an asset or a liability. The Company categorizes its instruments using a valuation hierarchy for disclosure of the inputs used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows: Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument; Level 3 inputs are unobservable inputs based on the Company's assumptions used to measure assets and liabilities at fair value. The classification of a financial asset or liability within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The carrying amounts of cash and cash equivalents, accounts receivable and accounts payable approximate fair value because of the short maturities of these instruments. The carrying amount of the revolving credit facility approximates fair value because the interest rates are based upon variable reference rates. See also Notes 10 and 11.

The Company's fair value measurement methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Although the Company believes its valuation methods are appropriate and consistent with those used by other market participants, the use of different methodologies or assumptions to determine fair value could result in a different fair value measurement at the reporting date.

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AECOM TECHNOLOGY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Significant Accounting Policies (Continued)

Property and Equipment Property and equipment are recorded at cost and are depreciated over their estimated useful lives using the straight-line method. Expenditures for maintenance and repairs are expensed as incurred. Typically, estimated useful lives range from three to ten years for equipment, furniture and fixtures. Leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the remaining terms of the underlying lease agreement.

Long-lived Assets Long-lived assets to be held and used are reviewed for impairment whenever events or circumstances indicate that the assets may be impaired. For assets to be held and used, impairment losses are recognized based upon the excess of the asset's carrying amount over the fair value of the asset. For long-lived assets to be disposed, impairment losses are recognized at the lower of the carrying amount or fair value less cost to sell.

Goodwill and Acquired Intangible Assets Goodwill represents the excess amounts paid over the fair value of net assets acquired an acquisition. In order to determine the amount of goodwill resulting from an acquisition, the Company performs an assessment to determine the value of the acquired company's tangible and identifiable intangible assets and liabilities. In its assessment, the Company determines whether identifiable intangible assets exist, which typically include backlog and customer relationships.

The Company performs an impairment test of its goodwill at least annually for each reporting unit of the Company. A reporting unit is defined as an operating segment or one level below an operating segment. The Company's impairment tests are performed at the operating segment level as they represent the Company's reporting units.

The impairment test is a two-step process. During the first step, the Company estimates the fair value of the reporting unit and compares that amount to the carrying value of that reporting unit. In the event the fair value of the reporting unit is determined to be less than the carrying value, a second step is required. The second step requires the Company to perform a hypothetical purchase allocation for that reporting unit and to compare the resulting current implied fair value of the goodwill to the current carrying value of the goodwill for that reporting unit. In the event that the current implied fair value of the goodwill is less than the carrying value, an impairment charge is recognized.

During the fourth quarter of fiscal 2011, the Company conducted its annual impairment test. The impairment evaluation process is based on income and market approaches that utilizes discounted cash flows to determine the fair values of reporting units. Material assumptions used in the impairment analysis included the weighted average cost of capital percent and terminal growth rates. As a result of the impairment analysis, the Company determined that goodwill was not impaired for the years ended September 30, 2011 or 2010.

Pension Plans The Company has certain defined benefit pension plans. The Company calculates the market-related value of assets, which is used to determine the return-on-assets component of annual pension expense and the cumulative net unrecognized gain or loss subject to amortization. This calculation reflects the Company's anticipated long-term rate of return and amortization of the difference between the actual return (including capital, dividends, and interest) and the expected return over a five-year period. Cumulative net unrecognized gains or losses that exceed 10% of the greater of the projected benefit obligation or the market related value of plan assets are subject to amortization.

Insurance Reserves The Company maintains insurance for certain insurable business risks. Insurance coverage contains various retention and deductible amounts for which the Company a